



**Harn Engineering Solutions Public Company Limited**

**Invitation to the 2025 ANNUAL  
GENERAL MEETING OF SHAREHOLDER**

**Thursday, April 24, 2025**

**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,  
Bangkapi, Huaykwang, Bangkok**

**Registration Starts 12.00 hrs.**

**For the convenience of the registration process Please bring  
the Notice of Meeting (Attachment 12) with barcode the registration on the meeting date**

No Gift, Food and Beverages be distributed at the 2025 AGM  
Company still provides bottled waterto all  
the attending shareholders and granted proxies

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**Privacy Notice for 2025 Annual General Meeting of Shareholders ("AGM")****Harn Engineering Solutions Public Company Limited on April 24, 2025**

Harn Engineering Solutions Public Company Limited ("the Company") values a personal information of the shareholder(s) and/or proxy. In order to comply with Personal Data Protection Act B.E. 2562 (A.D. 2019). The Company would like to inform you as follows:

**1. Personal Data**

The Company needs to collect your personal data for the purpose of the AGM arrangement and the AGM attendance as follows: title, name, surname, age, address, telephone number, fax number, e-mail, and date of birth, gender, marital status, identification number, and shareholder identification number, number of shares, nationality, signature, copy of identification card, video and audio recording data, photo, and motion picture.

**2. Objectives, Legal basis, and Data Processing**

- Legal obligation, the Company collects and uses your data for the purpose of calling, arranging, and conducting the AGM including verifying your identification and sending any related documents and carrying out any action according to the AGM's resolutions, the laws or any order of the governmental authorities in accordance with the Public Limited Companies Act B.E. 2535 (A.D. 1992) (as amended), the Civil and Commercial Code, and any other laws.
- The Company collects and uses your data for the purpose of conducting the AGM, preparing the minutes of AGM, and keeping evidences of your attendance to the AGM as well as for any relevant purposes as necessary for legitimate interests which you can reasonably expect. The Company records voice and audio, photographs and motion pictures during the AGM for the use of reporting and publicizing the AGM and printing. You may appear in the photograph or motion pictures recording of the AGM.

**3. Source of Personal Data**

The Company collects your personal data directly from you, your proxy and from Thailand Securities Depository Co., Ltd. However, Identity documents that you provide to the Company, such as copies of ID cards or other official documents may contain sensitive data such as religion, ethnicity, blood type, which is not necessary for the AGM and the Company does not wish to collect. The Company kindly request you to delete or conceal the sensitive data before submitting such documents to the Company. In case that You do not conceal such sensitive data, the Company reserves the right to conceal the sensitive data on such documents which shall not be deemed as the collection of your sensitive data and such documents shall be deemed to be valid and enforceable. If the Company is unable to conceal such information due to certain limitations, the Company will only collect and use it as part of your documents for identity verification. The Company has no intention of collecting or using such sensitive personal information.

**4. Personal Data Disclosure**

The Company may need to disclose your personal data for the purpose of AGM arrangement and AGM attendance of Law enforcement agencies e.g., Ministry of Commerce, the Office of Securities and Exchange Commission and the Stock Exchange of Thailand, Government agencies, Regulators, Authorized officers, Related service providers or consultants as processor of personal data, e.g., OJ International Company Limited, Electronic and Printing Media for the use of reporting and publicizing the meeting.

**5. Personal Data Storage**

The Company will keep your personal data so long as it is necessary for the accomplishment of the objectives as stated above. In this regard, the Company expects to keep your personal data under item no. 1 for a period of 10 years from the date that the Company receives your personal data in order to comply with the above objectives. Upon the lapse of those respective periods, the Company will delete, destroy your personal data, or anonymize such data.

**6. Right of Data Subject**

You, as the data subject, have the rights to request access and obtain copy of your personal data, including the right to object the collection, use, or disclosure of the data, to request the Company to correct your personal data, to request the Company to erase your personal data within the retention period, to request the Company to refrain from using your personal data, to request the Company to transfer your personal data to other person, and to complain in case the collection, use or disclosure of personal information has been illegally conducted. You shall have any other rights available to you under the applicable laws.

If you would like to exercise any of your rights, please contact the Company and the Company will consider your request and contact you as soon as possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint with the Office of the Personal Data Protection Commission.



April 1, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders (AGM)

To: Shareholders of the Company

- Enclosures:
1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders, held on April 29, 2024
  2. Annual Registration Statement/Annual Report for the year 2024 (Form 56-1 One Report) in QR Code format
  3. Profile of the Nominated Persons to be Elected as Directors and the Definition of Independent Director
  4. Profile of Persons to be Appointed as Director
  5. Profile of Nominated Auditors for 2025
  6. Information of the Company's Independent Directors for Proxy Granting
  7. The Company's Articles of Association Relevant to the Shareholders' Meeting
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  9. Requisition Form of Form 56-1 One Report year 2024, in hard copy Thai Version and Invitation the 2025 Annual General Meeting of Shareholders, Full Version
  10. Question Form for 2025 Annual General Meeting of Shareholders
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  13. Proxy Form B

The Board of Directors of Harn Engineering Solutions Public Company Limited ("the Company") at the meeting No.1/2025 on February 27, 2025 has passes a resolution to call the 2025 Annual General Meeting of Shareholders ("AGM") on Thursday, April 24, 2025, at 14.00 hrs., format of physical, at HALL 31-32, 3<sup>rd</sup> Floor, Harn Engineering Solutions Public Company Limited, No. 559 Soi Soonvijai 4, Rama 9 Road, Bangkapi Sub-district, Huaykwang District, Bangkok 10310, Set the Record Date on March 21, 2025 to determine the shareholders who are entitled to attend and vote in the AGM and on May 6, 2025 to determine the shareholders eligible to receive dividend

The 2025 AGM agendas, the Company had announced on its website to provide opportunity for shareholders to propose agendas during October 1, 2024 to December 31, 2024. 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 2025 AGM according to the resolutions of the Board of Directors as follows:

**Agenda Item 1 To adopt minutes of the 2024 Annual General Meeting of Shareholders**

**Objectives and Reasons:**

For the shareholders to consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, held on April 29, 2024, which the Company prepared and submitted to the Stock Exchange of Thailand within the timeframe prescribed by laws and disclosed on the Company's website: [www.harn.co.th](http://www.harn.co.th), the details of which are enclosed hereto as Enclosure 1, page 14-30.

**Board of Directors' Opinion:**

The Board of Directors deemed it appropriate to propose the AGM to certify the Minutes of the 2024 Annual General Meeting of Shareholders, which has been made correctly.

**Voting:** *Majority vote* of the shareholders who attend and vote.



**Agenda Item 2 To acknowledge the 2024 Company's performance****Objectives and Reasons:**

For the shareholders to acknowledge the report of operation results of the Company during the year and significant changes occurred in 2024, the details are in the Form 56-1 One Report for 2024 in QR Code format as Enclosure 2, page 31.

**Board of Directors' Opinion:**

The Board of Directors deemed it appropriate to propose to the AGM to acknowledge the 2024 to Company's performance, which summarized the operation result of the Company during the year and significant changes occurred in 2024.

**Voting:** *No voting required* as the agenda is for acknowledgment.

**Agenda Item 3 To approve the consolidated and separated financial statements for the year-ended December 31, 2024****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 details are in the Form 56-1 One Report for 2024 in QR Code format as Enclosure 2, page 31.

**The Audit Committee's Opinion:**

The Audit Committee, has reviewed the Company and the subsidiaries' the consolidated and separated financial statements for the year-ended December 31, 2024 as proposed by the Company's certified public accountant of Karin Audit Co., Ltd., found that they present fairly, in all material respects in accordance with the Financial Reporting Standards.

**Board of Directors' Opinion:**

The Board of Directors deemed it appropriate to propose to the AGM approve the Company and the subsidiaries' the Consolidated and Separated Financial Statements for the year-ended December 31, 2024, which were audited and certified by the Company's certified public accountant and have been agreed by the Audit Committee and the Board of Directors.

**Voting:** *Majority vote* of the shareholders who attend and vote.

**Agenda Item 4 To approve the dividend payment for the performance of year 2024****Objectives and Reasons:**

According to Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 43 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall consider and approve the allocation of profit and the payment of annual dividend. and Article 45 of the Company's Articles of Association, the Company must allocate part of its annual net profit as a reserve fund of not less than 5% of its net profit deducted by the amount of accumulated loss brought forward (if any) until this reserve is not less than 10% of the registered capital.

Presently, the Company has its registered capital of Baht 292.25 million and has a legal reserve amounted, completely as per the Separate Financial Statement of Baht 29.225 million. Therefore, the legal reserve amount of the Company reaches the amount as required by law so there is no need to allocate annual net profits as legal reserve.

In this regard, the Company's dividend payment policy is to pay at least 40% of the net profit after deductions of all categories of reserves as specified in the Company's Articles of Association and applicable laws. 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.

With respect to the annual results for the operating results from January 1 to December 31, 2024, the Company's net profit as shown in the Separated Financial Statements was Baht 84.57 million, the details of are in the Form 56-1 One Report for 2024 in QR Code format as Enclosure 2, page 31. Proposes that the dividend payment for 2024 at the rate of Baht 0.12 per share, of 584.50 million shares, totaling Baht 70.14 million, or 85.71% of net profit from Separated Financial Statements after deductions of all categories of reserves as specified in the Company's Articles of Association and applicable laws, which is in accordance with the Company's dividend payment policy, The dividend will be paid from the net profit that is subject to corporate income tax at the rate of 20% <sup>1/3</sup>.

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

Dividend payment	2024 <sup>1/2</sup> (Current Proposal)	2023	2022
Interim dividend payment (Baht per share)	-	-	-
Annual dividend payment (Baht per share)	0.12	0.15	0.13
Earnings per share (Baht) <sup>1/</sup>	0.14	0.20	0.16
Dividend payout ratio (%) <sup>1/</sup>	85.71	76.16	81.25
Par Value (Baht per share)	0.50	0.50	0.50
Totalling ordinary shares (Share)	584,500,000	584,500,000	584,500,000

**Note:** 1/ Referring to separated financial statement

2/ The dividend for 2024 at the rate of Baht 0.12 per share is still uncertain as it is subject to the approval of the 2025 AGM.

3/ 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.

#### **Board of Directors' Opinion:**

The Board of Directors deemed it appropriate to propose to the AGM to approve the dividend payment for year 2024 in cash to shareholders at the rate of Baht 0.12 per share, or 85.71% of net profit from Separated Financial Statements, which is in accordance with the Company's dividend payment policy. The Company sets the record date to determine the name of shareholders who shall be entitled to receive dividend on May 6, 2025. The dividend payment date is scheduled on May 23, 2025. The dividend payment as mentioned is still uncertain as it is subject to the approval of the 2025 AGM

The Company has a legal reserve amount reaches the amount as required by law so there is no need to allocate annual net profits as legal reserve.

**Voting:** Majority vote of the shareholders who attend and vote.

#### **Agenda Item 5 To approve reelect directors to replace those who are retired by rotation in 2025**

##### **Objectives and Reasons:**

According to Section 70 and 71 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Articles 17 of the Company's Articles of Association provide that at every annual general meeting of shareholders, one-third of the directors shall vacate office. If the number of directors cannot be divided exactly into three parts, the number of directors closest to one-third. The retiring director is eligible for re-election.

At present, the Company's Board of Directors of 8 members. Directors who are due to retire by rotation in the year 2025 in accordance with the criteria above are:

- 1) Mrs. Valeeratn Chuerboonchai Independent Director
- 2) Mr. Thammanoon Tripetchr Director
- 3) Mrs. Sirima Iamsakulrat Director

Mrs. Sirima Iamsakulrat has expressed her intention not to be reelected as a director. Her directorship and authorized signatory will officially be ended on the date of the 2025 AGM.

In the director nomination process, the Company has provided an opportunity for its individual shareholders to nominate individuals they deem qualified for selection. The nominated candidates will then be proposed to the shareholders' meeting for election as company directors. From October 1 to December 31, 2024, and via the news system of the Stock Exchange of Thailand and on its website of the Company. After the aforementioned period had ended, it was found that no shareholders had nominated any individuals for election as directors of the Company.

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

The Nomination and Remuneration Committee, excluding the directors who have interests in this agenda, sought out qualified candidates according to the nomination procedure specified by the Company, considering the qualifications and appropriateness as required by the Public Company Limited Act B.E. 2535 (1992) (as amended), proportion 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 useful to the Company's business according the board skill matrix of the Company, deemed it appropriate to propose the appointment of Mrs. Valeeratn Chuerboonchai as Independent Director, and Mr. Thammanoon Tripetchr as Director for another term and to hold the same positions in the Committees. Profiles are shown in the Enclosure 3, pages 32-35.

Nomination and Remuneration Committee considered that all candidates nominated have all qualifications as specified by relevant regulations and suitable for the business, and the candidates nominated as independent directors are fully qualified in accordance with the law and regulations relating to independent directors and are able to provide opinions independently. Details definition of Independent Director are in the Enclosure 3, page 36.

**Board of Directors' Opinion:**

The Board of Directors, excluding the directors who have interests in this agenda, carefully considered the list of nominated persons the individual in line with the guidelines set out by the Company, which have been carefully screened and considered by the Nomination and Remuneration Committee, was of view that possessing the qualifications in accordance with the relevant rules and regulations, suitable for the Company's business operations, without prohibited characteristics under any applicable rules and laws. Including, the Board of Directors considered that the candidates nominated as an Independent Directors have all qualifications as specified by relevant regulations to Independent Director and are able to provide opinions independently.

Therefore, The Board of Directors, agreed with the Nomination and Remuneration Committee to propose to the AGM to approve the election of 2 directors who are due to retire in 2025, as the directors for another term as follows:

- 1) Mrs. Valeeratn Chuerboonchai Re-elected as Independent Director
- 2) Mr. Thammanoon Tripetchr Re-elected as Director

**Voting:** Majority vote of the shareholders who attend and vote. The approval for the election individual directors.

**Agenda Item 6 To approve the appointment of New Director and amendments to the Company's authorized directors**

**Objectives and Reasons:**

To comply with the company's regulations and the guidelines of the Securities and Exchange Commission (SEC), as a result of Mrs. Sirima Iamsakulrat, a director who is set to retire by rotation in 2025, an authorized signatory of the company, expressing her intention not for re-election as a director, as detailed in Agenda Item 5, this has resulted in a vacancy on the director and a change in the company's authorized signatories.

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

The Nomination and Remuneration Committee, sought out qualified candidates according to the nomination procedure specified by the Company, considering the qualifications and appropriateness as required by the Public Company Limited Act B.E. 2535 (1992) (as amended), as well as knowledge, capabilities and experience that are useful to the Company's business, deemed it appropriate to propose the appointment of Mr. Pises Iamsakulrat as Director, in place of the vacant position. This decision was based on the nominee's qualifications, which meet all relevant regulatory requirements and are deemed suitable for the business. Profiles are shown in the Enclosure 4, pages 37-38.

**Board of Directors' Opinion:**

The Board of Directors, excluding the directors who have interests in this agenda, carefully considered the list of nominated persons the individual in line with the guidelines set out by the Company, which have been carefully screened and considered by the Nomination and Remuneration Committee, was of view that possessing the qualifications in accordance with the relevant rules and regulations, suitable for the Company's business operations, without prohibited characteristics under any applicable rules and laws. Therefore, The Board of Directors, agreed with the Nomination and Remuneration Committee to propose to the AGM to approve the appointment of new director; Mr. Pises Iamsakulrat as Director, in place of the vacant position.

At the same time, the Board of Directors deemed it appropriate to propose to the AGM to approve the amendments to the authorized directors, with name or number of directors who is/are authorized to sign on behalf of the Company is/are as follows:

**Current Text:**

Mr. Wirat Sukchai, Mr. Thammanoon Tripetchr, Mrs. Sirima Iamsakulrat, Mr. Jain Charnnarong; 2 directors of the 4 directors jointly sign their names

**Revised Text:**

Mr. Wirat Sukchai, Mr. Thammanoon Tripetchr, Mr. Jain Charnnarong, Mr. Pises Iamsakulrat; 2 directors of the 4 directors jointly sign their names

Therefore, after the appointment of such independent Director. The Board of Directors has 8 persons, consisting of four (4) Independent Directors, in accordance with the Articles of Association, and regulations of the Office of the Securities and Exchange Commission (SEC).

**Voting:** *Majority vote* of the shareholders who attend and vote.

**Agenda Item 7 To approve the 2025 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 30 of the Company's Articles of Association provide that 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 votes of the shareholders attending the meeting and having the right to vote.

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

The Nomination and Remuneration Committee, carefully considered the 2025 remuneration for the Board of Directors and the Board-Committees (current proposal), according to the remuneration policy by taking into the responsibilities of the directors and can be compared with other companies in the same industry with a similar size of business listed on the Stock Exchange of Thailand, based on the survey report of the directors remuneration of the listed companies prepared by the Thai Institute of Directors (IOD). The proposed to the amendment the remuneration for board of director and board-committees both monthly remuneration and meeting allowance. The details as follow:

Types of Remuneration	2025 (Current Proposal)	2024
1. Monthly remuneration: Board of Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee		
- Chairman of the Board	Baht 35,000 /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 two days per week)	None	Baht 80,000 /month
- Director (not exceeding four weeks of work per month)	Baht 10,000 /working day	None
2. Meeting allowance: Board of Directors Committee / Audit Committee (only actual attendance)		
- Chairman	Baht 25,000 /meeting	Baht 20,000 /meeting
- Director	Baht 15,000 /meeting	Baht 15,000 /meeting
3. Meeting allowance: Risk Management Committee / Nomination and Remuneration Committee (only actual attendance)		
- Chairman	Baht 18,000 /meeting	Baht 15,000 /meeting
- Director	Baht 10,000 /meeting	Baht 10,000 /meeting
4. Bonus	None	None
5. Other benefits	None	None

Remark: Criteria 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 has agreed with the Nomination and Remuneration Committee's 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, to propose to the AGM to approve the 2025 Remuneration for the Board of Director and Board-Committees both monthly remuneration and meeting allowance (effective from May 1, 2025).

Voting: *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 interests.

**Agenda Item 8 To approve the appoint of auditors and the audit fee for the year 2025****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 audit fee of the Company every year. In appointing the auditor, the retiring auditor may be re-appointed. In addition, the Notification of the Securities and Exchange Commission No. Nor Por 5/2561 provides that listed companies must ensure the rotation of its auditor if any auditor has been appointed to conduct the audit work for the past 7 fiscal years, whether consecutive or not. The Company will appoint such an auditor as the Company's auditor after the period of at least five consecutive fiscal years.

**The Audit Committee's Opinion:**

At present, the auditor of the Company is Mr. Jadesada Hungsaprue, CPA Registration No. 3759, from Karin Audit Co., Ltd., who is responsible for reviewing, auditing and giving opinions on the Company's financial statements for 1 year, which is not more than the time stipulated by the Office of the Securities and Exchange Commission.

In selecting the auditor of the Company for the year 2025, the Audit Committee has consideration and selection the auditor taken into account the past performance, experience, standards and reliability in their working performance, the independence and the rate of audit fee., deemed it appropriate to appoint the auditors from Karin Audit Co., Ltd. as the responsible auditor, to be the auditor of the Company and second subsidiary as Aiyaraharn Co., Ltd. due to their consistently high standards of work and performance, expertise, independence and reasonable fee. Profiles of auditors are shown in the Enclosure 5, pages 39-45.

**Board of Directors' Opinion:**

The Board of Directors agreed the proposal of the Audit Committee, which has been carefully considered scrutinized, deemed it appropriate to propose to the AGM to approve the appointment of the following auditors of Karin Audit Co., Ltd. as the Company's auditors, whereby one of the auditors, shall be the auditors and sign on the Company's Financial Statements for the year 2025 and quarterly for the year 2025.

- |                    |                  |                            |    |
|--------------------|------------------|----------------------------|----|
| 1. Mr. Jadesada    | Hungsaprue       | CPA Registration No. 3759  | or |
| 2. Ms. Kannika     | Wipanurat        | CPA Registration No. 7305  | or |
| 3. Mr. Jirote      | Sirirorote       | CPA Registration No. 5113  | or |
| 4. Mr. Supoj       | Mahantachaisakul | CPA Registration No. 12794 | or |
| 5. Ms. Sumana      | Senivongse       | CPA Registration No. 5897  | or |
| 6. Mr. Komin       | Linphrachaya     | CPA Registration No. 3675  | or |
| 7. Ms. Kojchamon   | Sunhuan          | CPA Registration No. 11536 | or |
| 8. Mr. Worapol     | Wiriyakulapong   | CPA Registration No. 11181 | or |
| 9. Mr. Pojana      | Asavasontichai   | CPA Registration No. 4891  | or |
| 10. Mr. Wichian    | Proongpanish     | CPA Registration No. 5851  | or |
| 11. Ms. Kanwarat   | Saksriborworn    | CPA Registration No. 13273 | or |
| 12. Ms. Bongkotrat | Suamsiri         | CPA Registration No. 13512 | or |
| 13. Mr. Thanathit  | Raksathianraphap | CPA Registration No. 13646 | or |

14. Other auditors approved by the Office of the Securities and Exchange Commission Assigned by Karin Audit Company Limited as the responsible auditor.



Karin Audit Co., Ltd. and the said auditors have no relationship and conflict of interest with the Company, its subsidiaries, executives, major shareholders or persons related to those persons. Therefore, they are independent for audit and to express their opinion on the financial statement of the Company and its subsidiary. In addition, none of the said auditors has performed a duty as the Company's auditor for a duration exceeding the number of years stipulated by the relevant notification.

In addition, the auditors from Karin Audit Co., Ltd. are also the same auditing firm as the second subsidiary for the year 2025, namely; Aiyaraharn Co., Ltd. for the first subsidiary as Harn Vietnam Co., Ltd. audited by other auditors, because it was established in Vietnam, the Board of Director will responsible for ensuring that the financial statements of subsidiaries are completed within the schedules.

At the same time, the Board of Directors concurred with the proposal of the Audit Committee and deemed it appropriate to propose to the AGM to approve the audit fee for the year 2025, in the amount Baht 1,336,000, is increase compared to 2024 in the amount of Baht 36,000, or 2.77%, which excluding other non-audit services fees per actual cost of expenses are as follows:

Type of Fees	2025 (Current Proposal)	2024	Change
Annual audit fee and quarterly review fee	1,336,000	1,300,000	increase Baht 36,000 or 2.77%
Non-Audit Fee such as service fee observing the destruction of product, working paper audits, allowances, overtime, traveling, telephone, etc.	per actual of expenses	per actual of expenses	-None-

However, in 2024, the Company paid non-audit services fees to the external auditor total Baht 196,331.

**Voting:** *Majority vote* of the shareholders who attend and vote.

#### Agenda Item 9 To approve the amendments to the Company's objectives

##### Objective and Rationale:

The company intends to engage in the business of solar energy, other alternative energy sources, and any other operations related to carbon credits, as well as any activities that support, are associated with, or benefit such businesses. Therefore, it is deemed appropriate to prepare the company to conduct relevant transactions comprehensively in the future.

According to Section 42 of Public Limited Companies Act, B.E. 2535 (1992) (as amended), a public company will have the powers to carry out any acts within the scope of its objects, therefore, to enable the company to carry out operations related to the aforementioned business, the Company shall amend the objectives of the Company to accommodate with such business operation.

##### Board of Directors' Opinion:

The Board of Directors deemed it appropriate to propose to the AGM to approve the amendments to the Company's objectives to comprehensively cover the company's operations related to solar energy and carbon initiatives that may arise in the future. The proposed revised text, Clause 57, 58, 59, 60, 61, 62, and 63, are as follows, and to approve the authorization to the authorized directors of the Company in accordance with the Company's affidavit or any person authorized by such authorized directors to have the authority to undertake any necessary actions for the registration of the amendment of the Company's objectives as approved until completion, as well as, to amend and add additional wording to the revised version of the Company's objectives for the case that the public limited company registrar has an order and/or advice to amend such wording in the said document, in order to comply with those orders without significantly affecting the amendment of the Company's objectives as approved.

Clauses	Current Text	Revised Text
The company's current objectives of 56 clauses.		
57	-None-	Conducting business in selling, renting, installing, maintaining, and providing after-sales services for products and services, including equipment, devices, software, programs, and digital photography. This also includes data processing and digital data analysis related to greenhouse gas assessment, carbon, biomass, renewable energy, clean energy, energy storage devices, and all types of thermal energy storage materials.
58	-None-	Manufacturing, selling, designing, and installing electrical control cabinets and switchboards of all kinds, including spare parts and all types of electrical equipment.
59	-None-	Providing design, system installation, repair, and maintenance services for electrical systems in industrial factories, buildings, residences, and offices, both indoors and outdoors.
60	-None-	Producing and selling electricity generated from solar energy and other alternative energy sources to government and private sector organizations.
61	-None-	Providing consultancy services for the production and distribution of electricity generated from solar energy and other alternative energy sources.
62	-None-	Bidding for manufacturing projects, contract manufacturing, service work, trading, electrical system installation, and civil engineering projects for government and private sector organizations.
63	-None-	Planning, promoting, surveying, developing, and investing in projects. Collaborating, researching, and acquiring knowledge, expertise, technology, and consulting services related to carbon dioxide, carbon compounds, and the reduction of carbon dioxide or other greenhouse gas emissions. This also includes products derived from or related to these areas, rights resulting from reducing emissions, and trading of such rights in related markets, such as carbon credits, renewable energy certificates, and financial instruments related to carbon credits. Additionally, activities such as reforestation, mangrove forest conservation, or any other initiatives related to carbon credits, as well as any operations supporting, complementing, or benefiting these businesses.

**Voting:** *Not less than three-fourths (3/4) of all votes of the shareholders attending the meeting and having the right to vote.*

**Agenda Item 10** To approve the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the amendments to the objectives of the Company

**Objective and Rationale:**

To align with the amendment of the company's objectives, as detailed in Agenda Item 9, it is therefore deemed appropriate to amend to Clause 3 of the company's Memorandum of Association accordingly. According to Section 31 of the Company's Articles of Association, states that the amendment of memorandum of association requires shareholders' approval with the votes not less than three-fourths (3/4) of total numbers of votes of shareholders who attend the meeting and have the right to vote.

**Board of Directors' Opinion:**

The Board of Directors deemed it appropriate to propose to the AGM to approve the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the amendments to the objectives of the Company by repealing the existing wordings and replacing them with the following new wordings, and to approve the authorization to the authorized directors of the Company in accordance with the Company's affidavit or any person authorized by such authorized directors to have the authority to undertake any necessary actions for the registration of the amendment of the Company's Memorandum of Association as approved until completion, as well as, to amend and add additional wording to the revised version of

the Company's Memorandum of Association for the case that the public limited company registrar has an order and/or advice to amend such wording in the said document, in order to comply with those orders without significantly affecting the amendment of the Company's Memorandum of Association as approved.

Current Text:

"Clause 3: The Company's objectives consist of 56 clauses, as detailed in Form BorMorJor. 002 (attached)"

Revised Text:

"Clause 3: The Company's objectives consist of 63 clauses, as detailed in Form BorMorJor. 002 (attached)"

Voting: *Not less than three-fourths (3/4)* of all votes of the shareholders attending the meeting and having the right to vote.

**Agenda Item 11 Other matters (if any)**

All shareholders are cordially invited to attend 2025 Annual General Meeting of Shareholders on Thursday, April 24, 2025 at 14.00 hrs., format of physical, at HALL 31-32, 3rd Floor, Harn Engineering Solutions Public Company Limited, the commencement for registration to attend the meeting will be from 12:00 hours. The Company would ask the shareholders' cooperation to study the guidelines for attending the Shareholders' Meeting and granting of proxy in Enclosure 8, pages 51-54, and for the speed of registration please bring the Notice of Meeting Form in Enclosure 12, page 58, show the registration on the meeting date.

If any shareholder cannot attend the meeting in person and wish to appoint the Company's independent directors as their proxies to attend the meeting and vote on behalf in the meeting, shareholder can appoint an independent director of the Company as listed in Enclosure 6, pages 46-47, please kindly complete and duly sign to the Proxy Form B in Enclosure 13 pages 59-62 or download them at the website, [www.harn.co.th](http://www.harn.co.th), together with supporting documents to Company Secretary at Harn Engineering Solutions Public Company Limited, 559 Soi Soonvijai 4, Rama 9, Bangkok, Huaykwang, Bangkok 10310 by providing documents to the Company by Thursday, April 17, 2025. Herewith, the Company provided facilitate the affixing of stamp duty to the Proxy Form submitted to the Company.

For shareholders who wish request the Form 56-1 One Report year 2024, in hard copy Thai Version and Invitation to the 2025 AGM, Full Version please kindly complete in Enclosure 9, page 55 or shareholders has relevant questions related to the agenda in advance please kindly complete in Enclosure 10, page 56, or download form relevant on the website, [www.harn.co.th](http://www.harn.co.th) under Investor Relations / Shareholder's Information / Shareholder's Meeting. Should you wish to receive such documents or wish to submit question in advance before the date of the AGM, please submit the completed form to Corporate Secretary email [wasukan.b@harn.co.th](mailto:wasukan.b@harn.co.th) by providing documents to the Company by **Thursday, April 17, 2025**.

Should you have any query or suggestion, please contact Corporate Secretary at email [wasukan.b@harn.co.th](mailto:wasukan.b@harn.co.th) or Tel.66 (2) 318 9744 ext.4011.

Sincerely yours,



Mr. Pichet Sithi-Amnuai

Chairman



**Minutes of the 2024 Annual General Meeting of Shareholders**  
**Harn Engineering Solutions Public Company Limited**

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The 2024 Annual General Meeting of Shareholders (**the “AGM” or the “Meeting”**) was convened on Monday, April 29, 2024, at 14.00 hrs., format of physical, at HALL 31-32, 3<sup>rd</sup> Floor, Harn Engineering Solutions Public Company (**the “Company”**), No. 559 Soi Soonvijai 4, Rama 9 Road, Bangkok Sub-district, Huaykwang District, Bangkok 10310.

Mr. Pichet Sithi-Amnuai, Chairman of the Board, presided as the Chairman of the Meeting (**the “Chairman”**), welcomed the shareholders and assigned Miss Wasukan Boonmee, Company Secretary acting as a meeting conductor (**“Meeting Conductor”**).

The Meeting Conductor informed them that the Company scheduled the record date determining the shareholders' who were entitled to attend the 2024 AGM (Record Date) to be on March 26, 2024. The Company's had registered paid-up capital of Baht 292,250,000, with a par value of Baht 0.50 per share, representing 584,500,000 issued ordinary shares, in total. At the outset of the Meeting, 31 shareholders attended the Meeting in person, representing of 288,752,722 shares and 112 shareholders attended by proxy, representing of 118,992,275 shares, total of 143 shareholders and proxies attended the meeting, representing a total of 407,744,997 shares, equivalent to 69.7596% which shareholders and proxies attended the meeting exceeded 25 shareholders and were more than one-third of the total issued shares of the Company, thus constituting a quorum pursuant to the Company's Articles of Association and continued to accept the registration of shareholder attendance thereafter. Then, declared the 2024 AGM open and individually introduced directors, executives, auditors of the Company, independent financial advisors and legal advisors attending the Meeting, as follows:

Directors in attendance, all 8 persons, equivalent to 100% of the total number of directors

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Pichet Sithi-Amnuai      | Independent Director / Chairman of the Board  |
| 2. Mr. Prasert Deejongkit       | Independent Director / Chairman of the Nomination and Remuneration Committee / Member of Audit Committee  |
| 3. Mr. Teerachai Pornsinsirak   | Independent Director / Chairman of the Risk Management Committee / Member of Audit Committee  |
| 4. Mrs. Valeeratn Chuerboonchai | Director / Chairperson of Audit Committee / Member of the Nomination and Remuneration Committee   |
| 5. Mrs. Sirima Iamsakulrat      | Director  |
| 6. Dr. Jain Charnnarong         | Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee  |
| 7. Mr. Wirat Sukchai            | Director / Chairman of the Executive Committee / Member of the Risk Management Committee / Chief Marketing Officer, Refrigeration System                            |
| 8. Mr. Thammanoon Tripetchr     | Director / Member of the Executive Committee / Member of the Risk Management Committee / Chief Executive Officer / Chief Marketing Officer, Digital Printing System |

Executives in attendance

- |                                      |  |
|--------------------------------------|--|
| 1. Mr. Wisit Wachiralappaitoon       | Chief Financial Officer  |
| 2. Mrs. Varinkan Teraumranon         | Chief Operating Officer  |
| 3. Mr. Rattanaphan Mukhariwattananon | Chief Marketing Officer / Project Sales Director, Safety and Comfortable |
| 4. Mr. Prapas Rukpanya               | Strategy and Marketing Director, Safety and Comfortable                  |
| 5. Miss Warangkana Jongnui           | Sales Director, Safety and Comfortable                                   |
| 6. Mr. Suchat Suwatnodom             | Petrochemicals Sales Director, Safety and Comfortable                    |
| 7. Mr. Kittiphong Kittimathaveenan   | Sales Director, Refrigeration System                                     |
| 8. Mr. Vachiravit Akaraseranee       | Project Sales Director, Refrigeration System                             |
| 9. Mr. Witoon Thamee                 | Sales Director, Digital Printing System                                  |

Auditors from Dharmniti Auditing Company Limited

1. Mr. Thanawut Piboonsawat
2. Miss. Duangkaew Sriwongthai

Independent financial advisors from Welcap Advisory Company Limited

1. Miss Sornprapa Saisanit
2. Miss Natipradha Khumphan

Independent legal advisors from Bangkok Low Office and Associates Company Limited

1. Mr. Naves Narattharugsa

Responsible for observe the Meeting to ensure its transparency, compliance with the laws and the Company's Articles of Association and acted as a voting inspector the Meeting.

Furthermore, introduced Mrs. Chalo Atkinson, a shareholders' right protection volunteer, who attended the Meeting by proxy of the Thai Investors Association.

With respect to the documents used for the Meeting today, the Company had published on its website and notified the publication to the Stock Exchange of Thailand on March 29, 2024. In order to promote good corporate governance and equitable treatment of its shareholders, the Company had informed shareholders via the Stock Exchange of Thailand and published an announcement on its own website to invite shareholders to propose matters to be included in the meeting agenda of the 2024 AGM and to nominate individuals whose qualifications were appropriate and met the criteria prescribed the period from October 9, to December 31, 2023. However, no shareholders proposed any agenda item, nor did they nominate any person in accordance with the prescribed criteria.

Then, inform the Meeting of the meeting proceedings, voting, vote counting for casting and questioning or commenting as follows:

1. This meeting proceedings, the Company recorded the Meeting in video, photographs and voice for yours and our legitimate interests, and to attendees to rewatch later via website and other channels of the Company's. You as the data subject, have the rights to object the publishing your photographs or video which was stated in detail in the Privacy Notice, page 1 as sent together with the invitation AGM 2024.
2. The number of voting rights of each shareholder shall be equivalent to the number of shares he or she holds in the Company, whereby one share is equivalent to one vote.
3. With respect to the vote counting on each agenda, the Company shall count the votes of the shareholders attending the Meeting in person and by proxy, which recorded in advance at the registration. If a shareholder does not specify his or her intention on voting with respect to any agenda in advance the proxy shall be entitled to cast votes as deems appropriate. By shareholders attending in person and by proxy to mark on each agenda item under 'approval' or 'disapproval' or 'abstention' on ballot and affix signature at the bottom of the ballot, the votes cannot be divided. If grantors have indicated their vote casting in advance, the proxies would not receive ballot as they do not need to cast votes at each agenda item.

The names of the Independent Directors served as proxies for the shareholders of this Meeting are, Mrs. Valeeratn Chuerboonchai and Dr. Teerachai Pornsinsirak, in which has no special interests that are different from other directors, details are in the Enclosure 7 of the Invitation letter pages 48.

If any shareholder wishes to vote for disapproval or to abstain from voting to mark under 'disapproval' or 'abstention' on ballot and affix signature at the bottom of the ballot, and then raise hand to notify the staff to collect the relevant ballot for the of vote counting with barcodes scanned at the central vote-tallying unit for announcement of the voting result, displaying the result on the screen in four digits decimals. A shareholder who does not raise hand shall be considered as a vote of approval.

4. Any votes cast in the following manner shall be considered invalid and shall not be counted: a ballot that is filled with more than one mark in the spaces provided and a ballot that have been crossed out or correction with no signature.

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Minutes of the 2024 Annual General Meeting of Shareholders of Harn Engineering Solutions Public Company Limited

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## 5. The vote counting shall be conducted in 3 methods, as follows:

- 5.1 The votes on an agenda for which the approval thereon requires a majority vote of the shareholders who attended the meeting and were eligible to vote, which had of 5 agenda items: agenda item 1, 3, 4, 5 and 7, shall be counted by accumulating the votes of approval, disapproval, and abstention cast by, but invalid ballots shall exclude. With respect to Agenda Item 5 regarding the appointment of directors to replace the directors retiring by rotation, shareholders would be asked to cast their votes for each candidate on an individual basis, in order to be consistent with guidelines on the Annual General Meeting Quality Assessment.
- 5.2 The votes on an agenda for which the approval thereon requires votes of no less than two-thirds of the total votes of the shareholders attending the Meeting, which was agenda no 6 regarding the remuneration for Board of Director and Board-Committees, shall be counted by accumulating all votes of approval, disapproval, and abstention cast by the shareholders attending the Meeting, without counting the votes cast by the shareholders with an interest, and invalid ballots shall exclude.
- 5.3 The votes on an agenda for which the approval thereon requires votes of no less than three-quarter of the total votes of the shareholders attending the Meeting, which was agenda no 8 regarding the transaction to renewal lease agreement which are classified as assets acquisition transactions and connected transactions, shall be counted by accumulating all votes of approval, disapproval, and abstention cast by the shareholders attending the Meeting, without counting the votes cast by the shareholders with an interest, and invalid ballots shall exclude. Shareholders would be asked to cast their votes for each lease agreement.

For Agenda 2, no votes are required, as the purpose of the agenda is to acknowledge the Company's performance for the year 2023

6. The Company shall conduct the meeting item in the order as agenda indicated in the invitation notice, prior to the voting on each agenda, will give shareholders an opportunity to ask questions and express their opinions concerning such agenda as deems appropriate. The shareholders or proxies who wish to ask questions or express their opinions are requested to raise their hands. After the person assigned by the chairman has completely presented details of such item, shall declare their full names as well as their status, to the Meeting, each time before asking any question or expressing any opinion via microphone for the purpose of the recording of the Minutes.

In the case where a shareholder has questions or opinions not concerning the agenda under discussion, such questions shall be asked or such opinions shall be expressed under the agenda item 9 arranged for other matters towards the end of the Meeting. The shareholders are requested to concisely ask questions, in order for the other shareholders to have an opportunity to exercise their rights, and to manage the meeting time within no more than 2 hours.

7. At the end of the meeting, requested that shareholders return all the approval voting the ballot and affix signature to the staff or drop into the ballot box at the exit, including, in case the shareholders wished to leave before the end of the meeting, requested that return all the ballot by the approve voting in advance to the staff.

Then, the Meeting to consider the meeting agenda consisting of a total of 9 agenda items as follows.

**Agenda Item 1 To adopt minutes of the 2023 Annual General Meeting of Shareholders**

The Meeting Conductor proposed that the Meeting consider certify the Minutes of the 2023 Annual General Meeting of Shareholders held on April 24, 2023, which the Company prepared and submitted to the Stock Exchange of Thailand and disclosed on the Company's website within the timeframe prescribed by laws, the details appear in Enclosure 1 the Meeting's invitation, pages 13-32.

Then, gave the opportunity for shareholders to inquiries and comment on this agenda. No shareholders inquired or commented, then the shareholders to cast their vote on this agenda.



**Resolution** The meeting resolved to adopted minutes of the 2023 Annual General Meeting of Shareholders held on April 24, 2023, by the majority vote of the shareholders who attended the Meeting and ware eligible to vote as follows:

Approval	407,796,426	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

**Note:** On this agenda, there were 3 additional shareholders, holding 51,429 shares, registering. Therefore, there were 146 shareholders, holding 407,796,426 shares, attending the meeting. The resolution for this agenda item had no number of shares of shareholders with beneficial interests.

**Agenda Item 2 To acknowledge the 2023 Company’s performance**

The Meeting Conductor informed the Meeting that, for the shareholders to acknowledge the report of operation results of the Company during the preceding year, including Management’s Discussion and Analysis (MD&A) and major events occurred of 2023. The Company has already sent the Form 56-1 One Report for the year 2023 appear in Enclosure 2 the Meeting’s invitation in QR Code, pages 33.

Mr. Thammanoon Tripetchr, Chief Executive Officer, reported that, HARN operates 3 main businesses:

- 1) Safety and Comfortable Systems Business - Importing and distributing fire protection systems, air conditioning systems, sanitary systems, as well as installation of fire protection system projects.
- 2) Refrigeration Systems Business - Importing and distributing cooling system products.
- 3) Digital Printing Systems Business - Importing and distributing digital printing systems and 3D bioprinting systems.

At the same time, HARN has invested in Harn Vietnam Co., Ltd., where HARN holds 100% ownership, operating distribution of digital printing system products in Vietnam. HARN has also invested in Aiyaraharn Company Limited, operating Smart Building management system installation services and developing IoT systems for products and solutions, where HARN holds 65% ownership.

The products and services that HARN distributes are divided into 5 product groups:

- 1) Products for fire and smoke prevention, warning, and control systems in buildings, industrial plants, including petrochemical industries. HARN has a team of expert engineers for fire protection system installation, consulting, and design.
- 2) Products that are accessory equipment for main air conditioning systems in large buildings using chilled water for temperature and air quality control. For sanitary systems, these are building utility equipment such as water supply, wastewater drainage, and air ventilation systems.
- 3) Products that are equipment in cold room or product transportation systems requiring freezing and stable temperature control, including compressors, hot coils, cold coils, energy-saving devices, automatic defrost controls, and inverters for compressors.
- 4) Printing system products are divided into 3 groups: production date, expiry date, lot number printers; 3D printers; and Digital UV Inkjet label/sticker printers, including consulting, installation, training, and after-sales maintenance services.
- 5) IoT system products to monitor operations and plan online maintenance for building systems and products, allowing retrieval of historical data.

The main target customers are government agencies, construction projects, modern trade stores, and industrial factories as direct users.

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For more than 60 years, HARN has had experience in importing, distributing, designing, installing, training and providing comprehensive after-sales services. Currently it has over 5,400 customers and distributes a wide range of products from more than 40 manufacturers worldwide, such as from the USA, Europe, China, Japan, the Middle East and ASEAN countries. This success stems from the expertise of around 245 employees dedicated to delivering sustainable engineering products, services, and solutions to drive revenue growth by maintaining the existing customer base, acquiring new customers, as well as increasing revenue from new products or applying existing products to new applications.

Moreover, to align with HARN's context and the trend toward net zero emissions, leapfrogging technological development, as well as changing social and consumer behaviors, HARN has transformed its vision to "Committed to be a leading provider of sustainable total engineering solutions that meet customer needs to improve quality of life, society, and environment." The mission has been adjusted accordingly to support this new vision. To achieve this new vision successfully, HARN has set operational strategies under the Business and Sustainability (B+S) framework, comprising four main strategies: Economics - expansion of engineering system growth, Environment - driving greenhouse gas emissions reduction, Social - promoting respect for equal value, and Governance - operating business transparently and accountably.

From this vision and strategic direction, HARN has set long-term goals to increase its market capitalization from around Baht 1,274 million currently to Baht 5,000 million, pay dividends of at least 40% of net profit, maintain customer satisfaction above 90%, maintain employee satisfaction above 85%, and conduct business with consideration for environmental, social, and governance (ESG).

To achieve the economic goals driven by Smart & Lean, HARN has been continuously developing innovations in its product lines to create competitive advantages, such as:

- Introducing Quick Installation products for fire protection system project installations to reduce installation time and address skilled labor shortages from rising wages.
- Adding new quality products from leading brands to sell in the air conditioning system, such as PPR pipes, PEX pipes of the REHAU brand from Germany, and copper pipes of the KOPPAR brand, which have excellent properties, can be bent without welding, and reduce leakage well, saving time and labor costs during installation.
- Developing energy-saving innovations for cooling systems with Aiyaraharn under 'Telechill Smart Solutions S2' to enable online monitoring, alerts and tracking of chiller energy usage quality.
- Partnering with the GS1 Thailand global standards institute, which is the institute that issues international barcode product numbers. GS1 has joined forces with CP ALL and CP RAM to enhance consumer safety by applying 2D barcode printing instead of 1D barcodes to check and alert expiration dates of food products at the point of sale in 7-Eleven stores.
- Applying IoT systems to develop software and hardware platforms for many HARN products to create competitive differentiation and add more value for customers.

Furthermore, HARN has outlined an approach to achieve its environmental goals of driving toward a low-carbon society under its Go Green strategy. The target is carbon neutrality by 2040 and Net Zero Emissions by 2050 under the BCG (Bio-Circular-Green) economic model. To support this, HARN installed a second 177 kWh solar panel system in part of the parking area, which was completed in early 2024, bringing HARN's total solar power capacity, including the first building system, to 307 kWh. Additionally, HARN is expanding its organizational fleet to electric vehicles, with 4 EVs so far that will gradually replace end-of-life regular vehicles when cost-effective. From HARN's organizational carbon footprint assessment, which is yet to be verified by external experts, HARN's greenhouse gas emissions from Scope 1 and 2 business operations are approximately 1,044 tons of carbon dioxide.

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Additionally, HARN has hired new graduates to help provide career stability for the younger generation, and to strengthen partnerships and participation in line with its social goals driven by "Together." HARN has also signed an academic MOU with SANYO and King Mongkut's University of Technology North Bangkok to enhance quality graduate production to international standards, promote brand marketing processes to build relationships with target groups, and joined the SET Social Impact GYM project to visit social enterprise businesses and promote future business collaboration. HARN also provides assistance through donations while continuously creating benefits and helping society, such as forest fire reduction and green area restoration projects. Dr. Jain Charnnarong, director, is aware of PM2.5 environmental issues and has collaborated with government and private sectors to study forest fire reduction approaches by addressing livelihood problems for villagers in Ban Kor in Mae Ping area, one of the communities most affected by forest fires in Thailand. This has improved villager stability and reduced burning as intended, with plans to expand the area for long-term prevention.

HARN integrates proactive good corporate governance and anti-corruption practices in line with its governance goals driven by "Equality & Sufficiency." As a result, HARN has received an "Excellent" rating on the Corporate Governance Report for Thai Listed Companies (CGR) for 5 consecutive years and achieved a full 100 score on the Annual General Shareholders' Meeting Checklist for 6 consecutive years. HARN also emphasizes anti-corruption by not accepting any form of corruption, either directly or indirectly, and has been certified as a member of Thailand Private Sector Collective Action Coalition Against Corruption (CAC) since 2018. In 2023, HARN's key anti-corruption actions included:

- 1) Reviewing the anti-corruption policy to ensure comprehensive and adequate operational guidelines.
- 2) Assessing corruption risks across all departments to prevent illegal business practices.
- 3) Communicating the anti-corruption policy and guidelines via email, intranet, and digital signage.
- 4) Providing training for the board, executives, and all employees to raise awareness and ensure consistent practices, ready with online comprehension tests.
- 5) Preparing for the 2nd renewal of CAC membership certification in 2024.

HARN's commitment to conducting business transparently and adhering to corruption-free governance has resulted in continuous recognition as a member of Thailand's Private Sector Collective Action Coalition Against Corruption, reflecting organizational management based on principles of good governance, transparency, and inspect according to international standards.

Mr. Wisit Wachiralappaitoon, Chief Financial Officer, reported Management's Discussion and Analysis as follow;

2023 was the year when the COVID-19 pandemic situation eased, allowing the Company to deliver products and recognize higher accounting revenue compared to the previous year. However, it was still indirectly affected by geopolitical conflicts between countries, resulting in higher energy prices, production costs in manufacturing countries, as well as central banks in various countries raising interest rates to control inflation, causing the Thai baht to depreciate against the US dollar. As an importer of goods, this inevitably impacted on the overall cost of goods and services, which may have also reduced gross profit.

Nevertheless, despite volatile economic conditions, the Company demonstrated effective risk management and operations to achieve its targets, reflecting improved sales and profitability compared to 2022, although targets were not fully met. In 2023, the company had total revenue of Baht 1,326.23 million, consisting of sales and service revenue of Baht 1,299.62 million, which is a 6.56% increase, and other revenue of Baht 26.61 million, which is a 17.58% increase from the previous year, from investments in mutual funds, interest income, office, and warehouse rental income. Fire protection systems products and project works remained the main revenue contributor at 48.55%, followed by digital printing systems products, refrigeration systems products, air conditioning and sanitary systems products, and IoT systems products, respectively, with proportions similar to the previous year. Additionally, the Company had a backlog order from customers awaiting delivery as of December 31, 2023, amounting to Baht 356.57 million, to be delivered in 2024, which is a positive signal for 2024 revenue recognition.

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The Meeting Conductor then gave the opportunity for shareholders to question and comment on this agenda. Questions and suggestions that as follows:

• **Mr. Khanti Udomsangkhatham** - Shareholder, inquired as follows:

1. To achieve the long-term goal of increasing the Company market capitalization to Baht 5,000 million, the Company performance must grow accordingly to support this goal. Which business unit of the Company will support the achievement of this goal? Or does the Company see that mergers and acquisitions (M&A) will also contribute to this goal?

**Mr. Thammanoon Tripetchr**, Chief Executive Officer, clarified that, the goal is a long-term target for 2028. All of HARN's main business groups will contribute to achieving this goal. This includes 1) Safety and comfortable systems business, which will introduce new quality products from leading brands such as REHAU PPR pipes, PEX pipes, and KOPPAR copper pipes. This is considered a large market where the Company can gain market share. 2) Refrigeration systems business will develop the energy-saving innovation called "Telechill Smart Solutions S2," which is a solution to transition from offline to online systems, increasing competitiveness. 3) Digital printing systems business will introduce new products to reach more markets. Additionally, M&A is considered one of the goals for business growth, and the Company continues to explore M&A opportunities or investments in potential businesses.

2. In 2023, HARN performance was impacted by geopolitical conflicts and the Thai baht's volatility. The Company adjusted product selling prices to align with increased costs to maintain gross profit margins. These factors are expected to continue impacting the Company in 2024. Will HARN address these impacts similarly to the previous year?

**Wisit Wachiralappaitoon**, Chief Financial Officer, clarified that, the Company will adjust product prices according to market conditions and notify customers in advance if the Thai baht's volatility significantly impacts product costs. The finance department closely monitors to mitigate impacts from various factors. To reduce the impact of the Thai baht's volatility, the Company manages foreign exchange risk by opening a forward foreign exchange contract of approximately Baht 650 million and maintaining deposit accounts in USD, GBP, and EUR to receive payments. The Company also manages inventory levels to be sufficient for advance sales to minimize significant impacts on revenue and costs. Additionally, the Company has good liquidity, indicating the ability to pay debts. If the Thai baht weakens, the Company can request cash discounts from suppliers for payments. Therefore, the Company believes it can control and reduce risks to an acceptable level.

Then, gave the opportunity for shareholders to further inquiries and comment. No shareholders further inquired or commented, then informed the Meeting that considering this agenda was only for acknowledgment, no voting was required.

**Resolution** The Meeting acknowledged the Company's performance report results for the year 2023 as reported.

**Note:** On this agenda, there were 4 additional shareholders, holding 139,900 shares, registering. Therefore, there were 150 shareholders, holding 407,936,326 shares, attending the meeting.

**Agenda Item 3 To approve the Consolidated and Separated Financial Statements for year ended December 31, 2023**

The Meeting Conductor assigned Mr. Wisit Wachiralappaitoon, Chief financial officer, to present to the meeting.

Mr. Wisit Wachiralappaitoon reported that, the Consolidated and Separated Financial Statements for the year ended December 31, 2023 appear in Enclosure 2 the Meeting's invitation in QR Code, pages 33, which audited and certified by the Company's certified public accountant firm Dharmniti Auditing Company Limited was of the opinion that such financial statements, showed financial position, operating results and cash flow are correct, in all material aspects, in accordance with the Financial Reporting Standards. The financial statements have been agreed from the Audit Committee and the Board of Director. The Board then recommended the Meeting to approve the Consolidated and Separated Financial Statements for year ended December 31, 2023, the essence was as follow:

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In 2023, the Company had total revenue from sales and services of Baht 1,299.62 million, an increase of 6.5% compared to the previous year. The main revenue came from the safety and comfortable systems business, which gradually delivered products for various projects delayed due to the COVID-19 situation. The main customer group remained installation contractors, accounting for 59.8% of revenue from sales and services.

In terms of gross profit margin, it slightly increased from 28.40% in 2022 to 30.09%, impacted by several factors mentioned earlier, such as the Thai baht's volatility, higher product costs, inflation, and increased freight rates. However, the Company managed to increase the gross profit margin compared to the previous year by adjusting product prices and managing foreign exchange rates according to the Company forward foreign exchange contract policy. This reflects the Company expertise in its five product lines and services, effective inventory management to meet customer orders, and good financial liquidity. Therefore, the Company believes it can maintain a satisfactory gross profit margin consistently.

For selling, general, and administrative expenses (SG&A) in 2023, it accounted for 20.6% of total revenue, which was similar to 20.5% in 2022. This resulted in the Company having an increase of 17.27% in earnings before interest, taxes, depreciation, and amortization (EBITDA), with an EBITDA margin of 14.08%, an increase of 1.27% compared to the previous year.

In 2023, the Company had a net profit attributable to the parent company of Baht 114 million, an increase of 28.38%, and a net profit margin of 8.53%, an increase of 1.38% compared to the previous year.

Regarding the return on assets (ROA), which reflects the profitability relative to total assets, the Company calculated an ROA of 8.20% in 2023, an increase due to higher revenue and profit compared to the previous year. For the return on equity (ROE), it was calculated at 8.35%, which was similar to previous periods. This is because the Company financial structure does not rely on short-term or long-term borrowings from banks or financial institutions, resulting in no interest burden.

the Company's financial position, as shown in assets, liabilities, and shareholders' equity, including the debt-to-equity ratio (D/E Ratio), has been at a level of 0.27 to 0.32 times from 2021 to 2023. This reflects the Company's low financial risk due to its lack of reliance on short-term and long-term borrowings, allowing the Company to maintain financial liquidity for investments in appropriate engineering-related businesses and pay regular dividends to shareholders.

Regarding the cash flow statement, it is divided into 3 activities:

- 1) Operating activities: In 2023, the Company had a net cash flow from operating activities of Baht 197.61 million, an increase of Baht 105.63 million compared to the previous year. This was mainly due to an increase in net profit of Baht 24.32 million and better management of working capital, including trade receivables, inventories, and trade payables, compared to the previous year when it was necessary to increase inventory to lock in product costs with manufacturers, resulting in an increase in cash flow of Baht 96.36 million.
- 2) Investing activities: These are activities related to investments in fixed assets, such as the purchase of computer equipment and vehicles of Baht 10.84 million, as well as the purchase and sale of temporary investments of Baht 34.16 million. As a result, in 2023, the Company had a net cash flow from investing activities of Baht 27.42 million.
- 3) Financing activities: These are activities primarily related to shareholders. In 2023, HARN paid dividends to shareholders totaling Baht 75.98 million and paid Baht 11.38 million for the lease of warehouse buildings and office buildings, which is classified as repayment of lease liabilities under accounting definitions. As a result, in 2023, the Company had a net cash flow used in financing activities of Baht 87.48 million.

Additionally, there was an impact of Baht 0.22 million from the translation of financial statements in foreign currencies of a subsidiary in Vietnam. As a result, in 2023, HARN had a net cash and cash equivalents of Baht 137.33 million, an increase of Baht 177.30 million compared to the previous year.

The Meeting Conductor then gave the opportunity for shareholders to question and comment on this agenda. Questions and suggestions that as follows:

- **Mr. Khanti Udomsanghatham** - Shareholder, inquired that, Was the significant increase in net cash and cash equivalents in 2023 solely due to higher inventory levels in the previous year to mitigate the impact of price increases from manufacturers, or were there other contributing factors? And thereafter were no higher inventory levels in 2024, so did net cash transactions increase in 2023?

**Wisit Wachiralappaitoon**, Chief Financial Officer, clarified that, the increase in net cash flow due to higher net profit and more efficient working capital management, which involved changes in cash, trade receivables, inventories, and trade payables. In 2022, the Company increased inventory levels before the manufacturers' price adjustments, and after product deliveries, the remaining inventory levels started returning to normal levels, resulting in a 2023 cash flow increase higher than the net profit.

Then, gave the opportunity for shareholders to further inquiries and comment. No shareholders further inquired or commented, then the shareholders to cast their vote on this agenda.

**Resolution** The meeting resolved to approved the Consolidated and Separated Financial Statements for the year ended December 31, 2023, by the majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

Approval	407,936,326	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

**Note:** On this agenda, there was no additional shareholder registering. The resolution for this agenda item had no number of shares of shareholders with beneficial interests.

#### **Agenda Item 4 To approve the appropriation of net profit and the dividend payment for the 2023**

The Meeting Conductor assigned Mr. Wisit Wachiralappaitoon, Chief financial officer, to present to the meeting.

Mr. Wisit Wachiralappaitoon reported that, in order to comply with According to Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 43 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 Article 45, required to allocate a portion of annual net profit as a reserved fund in the amount no less than 5% of the annual net profit less the accumulated loss brought forward (if any), until the reserve fund attains the amount of no less than 10% of registered capital of the Company.

Presently, the Company has its registered capital of Baht 292,250,000 and the Company has a legal reserve amounted as per the Separate Financial Statement of Baht 29,225,000, which is 10% of registered capital of the Company. Therefore, the legal reserve amount of the Company reaches the amount as required by law so there is no need to allocate annual net profits as legal reserve.

With respect to the dividend payment, the Company has a policy of dividend payment to shareholders amounting to no less than 40% of net profit after income tax and all legally required reserves. The dividend payment will be based on the operating results of the Company, financial position, investment, and other factors relevant to the Company's business operation, as the Board of Directors deems appropriate. For the Company's operating results, the Company has a net profit under the Separated Financial Statements of Baht 115,116,968 or representing of Baht 0.20 per share.

The Board of Directors deemed it appropriate to propose that the Meeting approve the dividend payment from the 2023 operating results under the Separated Financial Statements Baht 0.15 per share, equivalent to a dividend payout ratio of 76.16% of net profit, which in accordance with the Company's dividend policy. The dividend payment such be paid from the net profit which were subject to corporate income tax of 20%, which 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 record date on which the shareholders entitled to receive dividend was fixed on March 26, 2024, and were payable to the shareholders on May 17, 2024.



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The Meeting Conductor, gave the opportunity for shareholders to inquiries and comment on this agenda. No shareholders inquired or commented, then the shareholders to cast their vote on this agenda.

**Resolution** The meeting resolved to approve the dividend payment for the 2023 operating results under the separated financial statements on Friday, May 17, 2024 at a rate of Baht 0.15 per share, equivalent to a dividend pay-out ratio of 76.16% of net profit. The Company already met the 10% of registered capital legal reserve as required by law, by the majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

Approval	407,936,326	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

**Note:** On this agenda, there was no additional shareholder registering. The resolution for this agenda item had no number of shares of shareholders with beneficial interests.

**Agenda Item 5 To approve reelect directors to replace those who are retired by rotation in 2024**

The Meeting Conductor assigned Mrs. Valeeratn Chuerboonchai Member of the Nomination and Remuneration Committee, to present to the meeting.

Mrs. Valeeratn Chuerboonchai reported 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 provide that at every annual the AGM, one-third of the total directors who have held office longest shall vacate office. The directors vacating office may be re-elected. Presently, the Company had the 8 directors, in the 2024 AGM there were 3 directors who were due to retire by rotation: Mr. Prasert Deejongkit independent director, Dr. Teerachai Pornsinsirak independent director, and Mr. Wirat Sukchai director.

Comply with the good corporate governance principles and to enable the shareholders to independently cast votes, all 3 directors who retire by rotation, which were considered a director with a conflict of interest in regard to this agenda item, were asked to step outside the meeting room until the voting on this agenda item was finished.

To considering this agenda, the Company an opportunity shareholder to nominate candidates with qualifications required to be elected as the Company's director, during the period from October 9 to December 31, 2023, via the communication channel of the SET and the Company's website. After such period, no shareholder has offer director candidate.

The Board of Directors, excluding the interested directors, had carefully considered in line with the guidelines set out by the Company, agreed with the Nomination and Remuneration Committee proposal, deemed it appropriate to propose that the Meeting approve to re-election Mr. Prasert Deejongkit, Dr. Teerachai Pornsinsirak, and Mr. Wirat Sukchai to resume their positions for another term, due to are knowledgeable, skilled, competent, experienced according the board skill matrix of the Company and are ready to fully carry out their duty to the best. For these directors possessing the qualifications in accordance with the relevant rules and regulations, suitable for the Company's business operations, without prohibited characteristics under any applicable rules and laws. Including, the candidates nominated as an Independent Directors have all qualifications as specified by relevant regulations to Independent Director and are able to provide opinions independently.

In this regard, brief biography of the nominated persons and the Definition of Independent Director the details appear in Enclosure 3 the Meeting's invitation, pages 34-40.

The Meeting Conductor informed the meeting that, to comply ensure transparency in voting on this agenda, shareholders would be asked to cast their votes for each director an individual basis, and then gave the opportunity for shareholders to inquiries and comment on this agenda. No shareholders inquired or commented, then the shareholders to cast a vote on the individually for this agenda.

**Agenda Item 5.1 To approve re-elect Mr. Prasert Deejongkit to Re-elected as Independent Director for another term**

**Resolution** The meeting resolved to approve the appointment Mr. Prasert Deejongkit as Independent Director for another term, by the majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

Approval	407,936,326	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

**Note:** On this agenda, there was no additional shareholder registering. The resolution for this agenda item had no number of shares of shareholders with beneficial interests.

**Agenda Item 5.2 To approve re-elect Dr. Teerachai Pornsinsirak to Re-elected as Independent Director for another term**

**Resolution** The meeting resolved to approve the appointment Dr. Teerachai Pornsinsirak as Independent Director for another term, by the majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

Approval	407,936,326	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

**Note:** On this agenda, there was no additional shareholder registering. The resolution for this agenda item had no number of shares of shareholders with beneficial interests.

**Agenda Item 5.3 To approve re-elect Mr. Wirat Sukchai to Re-elected as Director for another term**

**Resolution** The meeting resolved to approve the appointment Mr. Wirat Sukchai as Director for another term, by the majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

Approval	318,742,940	votes	equivalent to	78.1355%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	89,193,386	votes	equivalent to	21.8645%
Voided Ballots	0	votes		

**Note:** On this agenda, there was no additional shareholder registering. The resolution for this agenda item had no number of shares of shareholders with beneficial interests. The director nominated for re-election wishes to abstention from voting.

Then, requested the staff to invite the 3 directors to return to the Meeting room for consideration of the next agenda item and conclusion that conclusion, shareholders trusted and voted to appoint Mr. Prasert Deejongkit, Dr. Teerachai Pornsinsirak, and Mr. Wirat Sukchai to resume their positions for another term

**Agenda Item 6 To approve the 2024 remuneration for Board of Director and Board-Committees**

The Meeting Conductor assigned Mr. Prasert Deejongkit, Chairman of the Nomination and Remuneration Committee, to present to the meeting.

Mr. Prasert Deejongkit reported that, Article 30 of the Company's Articles of Association, at directors are eligible for remuneration bonus or benefit in other forms according to the resolution of the shareholder meeting.

The Board of Directors carefully considered as proposed by the Nomination and Remuneration Committee that thoroughly considered of the fair and reasonable remuneration which had taken into account roles and responsibilities, based on the survey report of the directors remuneration of the listed companies prepared by the Thai Institute of Directors (IOD), and compared with other leading companies listed in the Stock Exchange of Thailand, in the industries having similar business size, deemed it appropriate to propose that the Meeting approve the 2024 remuneration for Board of Director and Board-Committees at the same rate as the Year 2023 effective from May 1, 2024, with non-payment of bonus for the Board of Directors and non-payment other benefits as follows:

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- Monthly remuneration Director / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee
  - Chairman of the Board 30,000 Baht/month
  - Chairman of the Board-Committee 25,000 Baht/month
  - Director / Independent Director 20,000 Baht/month
  - Director (working 2 days a week) 80,000 Baht/month
- Meeting allowance Director / Audit Committee (only actual attendance)
  - Chairman 20,000 Baht/meeting
  - Director 15,000 Baht/meeting
- Meeting allowance Risk Management Committee / Nomination and Remuneration Committee (only actual attendance)
  - Chairman 15,000 Baht/meeting
  - Director 10,000 Baht/meeting
- Annual bonus None
- Other benefits None

Also, the such remuneration complies with the policy and specified criteria, follow:

- 1) Remuneration complies with the Company's Articles of Association, Chapter 4, regarding the Board of Directors, including various factors related.
- 2) Annual remuneration not exceed the amount approved by the shareholders' meeting from the previous year.
- 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 Meeting Conductor, gave the opportunity for shareholders to inquiries and comment on this agenda. No shareholders inquired or commented, then the shareholders to cast their vote on this agenda.

**Resolution** The meeting resolved to approve the 2024 Board of Directors and the Board-committees remuneration, by not less than two-thirds of the total votes represented by the shareholders attending the meeting and were eligible to vote, excluding such votes of the interested shareholders, vote as follows:

Approval	251,427,445	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

**Note:** On this agenda, there was no additional shareholder registering. The resolution for this agenda item had number of shares of shareholders with an interest who did not cast their vote total 156,508,881 votes are (1) Mrs. Sirima Iamsakulrat (2) Mr. Jain Charnnarong and (3) Mrs. Valeeratn Chuerboonchai.

**Agenda Item 7 To approve the appoint of auditors and the audit fee for the year 2024**

The Meeting Conductor assigned Mr. Wisit Wachiralappaitoon, Chief financial officer, to present to the meeting.

Mr. Wisit Wachiralappaitoon reported that, According to Section 120 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 51 which specify that the Shareholders' Meeting shall appoint the auditor and fix the auditor's remuneration annually, as well as the Notification of the Securities and Exchange Commission provides that listed companies must ensure the rotation of its auditor if any auditor has been appointed to conduct the audit work for a total period of 7 accounting years whether consecutive. However, requirement of rotation, another auditor can be appointed in that auditing office to replace the original auditor.

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For the years 2023, the Company's certified public accountant firm Dharmniti Auditing Company Limited performed a reviewing, auditing and giving opinions on the Company's financial statements the period at 7 consecutive fiscal years. The Board of Directors had carefully considered agreed with the Audit Committee proposal, deemed it appropriate to propose that the Meeting approve to the appoint of an auditor from another firms, namely Karin Audit Company Limited, to be the Company's auditor for the year 2024, which had taken into the qualifications and criteria, follow:

- 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 Company's 2 subsidiaries, use the same auditing firm, i.e. Aiyaraharn Company Limited For the second overseas subsidiary, Harn Vietnam Company Limited they use the auditors from another auditing firm, the Board of Director will responsible for ensuring that the financial statements are completed within the schedules. Whereby one of the following auditors appointed as the auditor and sign the financial statements of the Company for 2024 and quarterly for the year 2024:

- |                  |                |                            |        |
|------------------|----------------|----------------------------|--------|
| 1. Mr. Jadesada  | Hungsapruue    | CPA Registration No. 3759  | and/or |
| 2. Ms. Kannika   | Wipanutrat     | CPA Registration No. 7305  | and/or |
| 3. Mr. Jirote    | Sirirorote     | CPA Registration No. 5113  | and/or |
| 4. Ms. Nonglak   | Pattanabandith | CPA Registration No. 4713  | and/or |
| 5. Ms. Sumana    | Senivongse     | CPA Registration No. 5897  | and/or |
| 6. Mr. Komin     | Linphrachaya   | CPA Registration No. 3675  | and/or |
| 7. Ms. Kojchamon | Sunhuan        | CPA Registration No. 11536 | and/or |
| 8. Mr. Worapol   | Wiriyakulapong | CPA Registration No. 11181 | and/or |
| 9. Mr. Pojana    | Asavasontichai | CPA Registration No. 4891  | and/or |
| 10. Mr. Wichian  | Proongpanish   | CPA Registration No. 5851  | and/or |

11. Other auditors approved by the Office of the Securities and Exchange Commission Assigned by Karin Audit Company Limited as the responsible auditor.

Karin Audit Co., Ltd. and the said auditors have no relationship and conflict of interest with the Company, its subsidiaries, executives, major shareholders or persons related to those persons. Therefore, they are independent for audit and to express their opinion on the financial statement of the Company and its subsidiary. As this is to propose for the change to new external auditors, therefore none of the auditors has performed a duty for a duration exceeding the number of years stipulated by relevant notification. Profiles appear in Enclosure 4 the Meeting's invitation, pages 41-45.

At the same time, the Board of Directors concurred with the proposal of the Audit Committee and deemed it appropriate to propose to the AGM to approve the audit fee for the year 2024, in the amount Baht 1,300,000, is decrease compared to 2023 in the amount of Baht 237,000, or 15%, which excluding other non-audit services fees per actual cost of expenses: allowances fee, overtime, travel expenses, telephone charges etc. However, in 2023, the Company paid non-audit services fees as Baht 30,000 as observing the destruction of product.

The Meeting Conductor, gave the opportunity for shareholders to inquiries and comment on this agenda. No shareholders inquired or commented, then the shareholders to cast their vote on this agenda.

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**Resolution** The meeting resolved to approve the appointed of auditors from Karin Audit Company Limited namely; Mr. Jadesada Hungsaprue, CPA Registration No. 3759 and/or Ms. Kannika Wipanurat, CPA Registration No. 7305 and/or Mr. Jirote Sirirorote, CPA Registration No. 5113 and/or Ms. Nonglak Pattanabandith, CPA Registration No. 4713 and/or Ms. Sumana Senivongse, CPA Registration No. 5897 and/or Mr. Komin Linphrachaya, CPA Registration No. 3675 and/or Ms. Kojchamon Sunhuan, CPA Registration No. 11536 and/or Mr. Worapol Wiriakulapong, CPA Registration No. 11181 and/or Mr. Pojana Asavasontichai, CPA Registration No. 4891 and/or Mr. Wichian Proongpanish, CPA Registration No. 5851 and/or Other auditors approved by the Office of the Securities and Exchange Commission Assigned by Karin Audit Company Limited as the responsible auditor, as the Company's auditor for the year 2024, and approved the Audit Fees for the year 2024 of Baht 1,300,000 excluding Non-Audit Fee that are actually disbursed, such as allowances, overtime, traveling, telephone, etc., as recommended by the Audit Committee, by the majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

Approval	407,936,326	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

**Note:** On this agenda, there was no additional shareholder registering. The resolution for this agenda item had no number of shares of shareholders with beneficial interests.

**Agenda Item 8 To approve the transaction to renew the Company's lease agreement which are classified as assets acquisition transactions and connected transactions of the Company**

The Meeting Conductor assigned Mr. Wisit Wachiralappaitoon, Chief financial officer, to present to the meeting.

Mr. Wisit Wachiralappaitoon reported that, the transaction to renewal agreement discussed below are of the right to use leased premises and manage the leased space under the conditions of the lease agreement between the Company, and Phraboriban Company Limited and Jainnopsiri Company Limited which are shareholder by Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong, directors and major shareholders of the Company dated November 1, 2023 which contract ending on April 30, 2024 consisting of the transaction to renewal 2 lease agreement (collectively referred to as "**the Company's Lease Agreement**").

To comply with the good corporate governance principles and to enable the shareholders to independently cast votes, all 2 directors which are the connected persons of the Company, were considered a director with a conflict of interest in regard to this agenda item, were asked to step outside the meeting room until the voting on this agenda item was finished.

Also, the Board of Directors, excluding the interested directors, proposed the following to the Meeting in order to comply with the related laws and regulations:

- 1) To approve the transaction to renewal of warehouse building lease agreement, with Phraboriban Company Limited which are classified as assets acquisition transactions and connected transactions of the Company
- 2) To approve the transaction to renewal of office building lease agreement, with Jainnopsiri Company Limited which are classified as assets acquisition transactions and connected transactions of the Company

In this regard, the Company had appointed Welcap Advisory Company Limited as its independent financial advisor. There is an opinion that the Company's acquisition of the right-of-use assets for partial rental areas of the warehouse building and the right to rent and manage the rental areas of the office building from connected persons in this transaction is appropriate. This is because it is reasonable and suitable in terms of objectives, necessities, potential future risks, as well as the benefits the Company is expected to receive from this transaction, including the appropriateness of the rental rates and conditions in transaction. Therefore, the independent financial advisor is of the opinion that the shareholders' meeting should approve the Company's entry into this lease agreement transaction, which is considered an asset acquisition transaction and a connected transaction of the Company, comprising:

**Agenda Item 8.1 The transaction to renewal of warehouse building lease agreement**

The Company wishes to renewal of warehouse building lease agreement with Phraboriban Company Limited, which are the connected persons of the Company, has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong as the directors and the shareholders of Phraboriban Company Limited, The Company will lease total area of 307.55 square meters, an additional 3-years starting from May 1, 2024 to April 30, 2027 to be place to store products, assemble, and maintain the Company printers and equipment including carrying out other activities in the business, at the rental rate is Baht 198 per square meter per month, the transaction size throughout the agreement 3-years amount Baht 2,192,220.

The criteria used to determine the rental rates for the warehouse buildings followed the market comparison approach and the replacement cost approach by two independent property appraisers approved by the Securities and Exchange Commission, namely CPM Capital Company Limited and Bangkok Property Appraisal Company Limited. As for the rate assessed by the independent financial advisor, it is based on the contract price, adjusted for various expenses that the company is obligated to pay under the agreement, such as building taxes, building insurance premiums, and maintenance costs, calculated as a proportion of the area per square meter. The calculated rental rate is Baht 198.65/sqm/month. When comparing the rental rates of the three appraisers with the agreed rental rate in the contract, it is considered reasonable and in the best interest of the Company.

**Agenda Item 8.2 The transaction to renewal of office building lease agreement**

The Company wishes to the transaction to renewal of office building lease agreement with Jainnopsiri Company Limited, which are the connected persons of the Company, has Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong as the directors and the shareholders of Jainnopsiri Company Limited, The Company will lease with area of 6,579.43 square meters, an additional 3-years and the lessor promise the Company the right to renew the lease agreement for another 7-years period, totaling 10 years, starting from May 1, 2024 to April 30, 2034 to be the location of the head office, including the rights to subletting and/or transferring the leased assets to a third party in the leased area, at the average rental rate is Baht 217.91 per square meter per month (considering only that net leasable area 4,375.20 square meters), at the starting of agreement the rental rate will increase by 10% every 3-years, the transaction size throughout the agreement 10-years amount Baht 128,670,096.

The criteria used to determine the rental rates for the office buildings followed the market comparison approach and the replacement cost approach by two independent property appraisers approved by the Securities and Exchange Commission, namely CPM Capital Company Limited and Bangkok Property Appraisal Company Limited. As for the rate assessed by the independent financial advisor, the agreement conditions have been revised according to the obligations the Company must pay under the agreement terms, calculated proportionally to the area per sqm, such as building tax, insurance, maintenance fees, etc. The calculated rental rate is Baht 323.42/sqm/month, it is considered reasonable and in the best interest of the Company.

In this regard, the transaction size for renewal the Company's Lease Agreement as described in agenda 8.1 and agenda 8.2 above, total net transaction a Baht 130,862,316. The process will be completed enter into the transaction to renewal of the Company's Lease Agreement, within April 30, 2024.

In addition, entering into the Company's Lease Agreement as described in Agenda 8.1 and Agenda 8.2 are classified as connected transactions of the Company, due to Mrs. Sirima Iamsakulrat and Mr. Jain Charnnarong as the directors and major of the Company and the directors and shareholders of Phraboriban Company Limited and Jainnopsiri Company Limited which has ownership of the leased premises, due to the size more than 3% of the net tangible assets and more than Baht 20 million. Therefore, the transaction of the Company's Lease Agreement was required to be approved, by not less than three-quarter of the total votes represented by the shareholders attending the meeting and were eligible to vote, excluding such votes of the interested shareholders, namely Mrs. Sirima Iamsakulrat, Mr. Jain Charnnarong and Nice Noble Limited. However, the transaction of the Company's Lease Agreement was also regarded are classified as asset acquisition transactions. Which have been approved by the Audit Committee, and Board of Directors, whereby the Board of Directors, excluding the interested directors voted unanimously to agree to the transaction to renewal the Company's lease agreement in all two-lease agreement.

The details transaction to renewal the Company's lease agreement under Agenda Item 8.1 and Agenda Item 8.2 appear in the Information Memorandum in Enclosure 5 page 46, and the Opinion of the Independent Financial Advisor Report related to the two-lease agreement in Enclosure 6 page 47, to the Invitation the Meeting in QR Code.



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The Meeting Conductor informed the meeting that, to comply ensure transparency in voting on this agenda, shareholders would be asked to cast their votes for each candidate on a lease agreement, and then gave the opportunity for shareholders to inquiries and comment on this agenda. No shareholders inquired or commented, then the shareholders to cast a vote on the individually for this agenda.

**Agenda Item 8.1 To approve the transaction to renewal of warehouse building lease agreement with Phraboriban Company Limited which are classified as assets acquisition transactions and connected transactions of the Company**

**Resolution** The meeting resolved to approve the transaction to renewal of warehouse building lease agreement with Phraboriban Company Limited for an additional 3-years starting from May 1, 2024 to April 30, 2027, which are classified as assets acquisition transactions and connected transactions, by not less than three-quarter of the total votes represented by the shareholders of the total votes represented by the shareholders attending the meeting and were eligible to vote, excluding such votes of the interested shareholders, as follows:

Approval	183,782,670	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

**Note:** There was no additional shareholder registering to attend the meeting for this agenda. The resolution for this agenda item had number of shares of shareholders with an interest who did not cast their vote total 224,153,656 votes are (1) Mrs. Sirima Iamsakulrat (2) Mr. Jain Charnnarong and (3) Nice Noble Limited, where (3) is the entity, established in the Hong Kong Special Administrative Region of the People's Republic of China, is responsible for managing the assets of Mrs. Prayoonsri Charnnarong. It holds a list of discretionary beneficiaries which includes, Mrs. Sirima Iamsakulrat, Mr. Jain Charnnarong, and the two children of Mr. Jain Charnnarong.

**Agenda Item 8.2 To approve the transaction to renewal of office building lease agreement, with Jainnopsiri Company Limited which are classified as assets acquisition transactions and connected transactions of the Company**

**Resolution** The meeting resolved to approve the transaction to renewal of warehouse building lease agreement with Jainnopsiri Company Limited for an additional 3-years and the lessor promises the Company the right to renew the lease agreement for another 7-year period, totaling 10 years, starting from May 1, 2024 to April 30, 2034, which are classified as assets acquisition transactions and connected transactions, by not less than three-quarter of the total votes represented by the shareholders of the total votes represented by the shareholders attending the meeting and were eligible to vote, excluding such votes of the interested shareholders, as follows:

Approval	183,782,670	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

**Note:** There was no additional shareholder registering to attend the meeting for this agenda. The resolution for this agenda item had number of shares of shareholders with an interest who did not cast their vote total 224,153,656 votes are (1) Mrs. Sirima Iamsakulrat (2) Mr. Jain Charnnarong and (3) Nice Noble Limited, where (3) is the entity, established in the Hong Kong Special Administrative Region of the People's Republic of China, is responsible for managing the assets of Mrs. Prayoonsri Charnnarong. It holds a list of discretionary beneficiaries which includes, Mrs. Sirima Iamsakulrat, Mr. Jain Charnnarong, and the two children of Mr. Jain Charnnarong.

Then, requested the staff to invite the 2 directors to return to the Meeting room for consideration of the next agenda item.

**Agenda no 9 Other matters (if any)**

The Meeting Conductor informed that, as the Meeting was approaching the Agenda Item 9 of other matters as specified in the invitation notice to the Meeting. This agenda was arranged for shareholders to propose any other business in addition to the agenda specified in the notice of Meeting, in this regard, to propose any additional agenda, it is required not less than one-third of the aggregate issued shares, equal to 194,813,850 shares was required to propose an agenda item. The Company had given the opportunity to all shareholders to propose agenda in advance from October 9 to December 31, 2023, but no shareholders proposed any additional agendas.

Enclosure 1 | Consideration of Agenda 1

Minutes of the 2024 Annual General Meeting of Shareholders of Harn Engineering Solutions Public Company Limited

17/17 | p a g e

Then, gave the opportunity for shareholders to question and comment towards the end of the Meeting. Questions and suggestions that as follows:

- **Mr. Khanti Udomsangkhatham** - Shareholder, inquired as follows:

1. With the current hot weather, will this significantly benefit the air conditioning system and cooling system businesses?
2. Will the operating performance in 2024 be better than or equal to the 2–3 years before being impacted by the COVID-19 situation?

**Mr. Thammanoon Tripetchr**, Chief Executive Officer clarified that, clarified that, with the small proportion of the air conditioning business structure, he is confident that the increasingly hot weather will have a positive impact on the overall air conditioning system business. This year, they have started selling more new products to expand sales proportion. For the operating performance in 2024, the company is confident that sales revenue will be better than or equal to the years before the COVID-19 situation. However, this is a challenge in operating under the volatility of the Thai baht from global geopolitical situations. Nevertheless, with the company's strong financial position and knowledgeable employees ready to take on greater challenges, it is expected that revenue growth can be achieved from existing customers, acquiring new customers, and opening new product markets to meet the targets set for 2024.

**Dr. Jain Charnnarong**, Director clarified that, our motto is Sustainable Engineering. Over many years of participating in reducing forest fires, there is a greater understanding of ecosystems, leading to a commitment to doing business to reduce global warming problems, so the country can overcome the heated world crisis. A current country problem is air pollution from drought and rainfall variability, which may cause forest fires from drought conditions or, on the contrary, there will floods from too rain. Additionally, according to data in 2023, the Company's organizational carbon footprint was 1,044 metric tons of carbon dioxide equivalent (tCO<sub>2</sub>eq). Currently, it has installed solar panels on the office building and parking lot, and increase the use of EV cars to carbon emissions have been reduced by approximately 20% with a solar panel power generation capacity of total 0.3 megawatts during hours 10:00 - 15:00, it can generate electricity enough to the total electricity used in office buildings if the sun is nice, making HARN's office building a Zero Energy Building or ZEB. However, given the company's important goal to achieving net zero greenhouse gas emissions, it is necessary to find ways to reduce the organization's carbon footprint by another 80%. There is an idea to do business related to carbon assessment from the forestry sector, both economic forests and conservation forests. Forests are the country's important resource, Therefore, as a private company, we want to help create long-term sustainability for the country.

Concluded that since consideration of all agenda items was finalized as specified in the invitation notice to the Meeting, and there were no more questions or comments from shareholders. Therefore, ask that shareholders to evaluate this meeting by scan the QR code, and return their all the ballot drop into the ballot box at the exit for further reference.

After then, The Chairman thanked the shareholders for their attendance and declared that the Meeting was adjourned.

At the end of the Meeting, shareholders attending the Meeting with 38 in person, holding 288,944,051 shares and 112 proxies, holding 118,992,275 shares, shareholders there were 150, representing a total number of 407,936,326 shares, accounting for 69.7924% of the aggregate issued shares.

The meeting adjourned at 15.48 hrs.

- Signed -

..... Chairman of the Meeting  
(Mr. Pichet Sithi-Amnuai)

- Signed -

..... Minutes Taker  
(Miss Wasukan Boonmee)



Annual Registration Statement/Annual Report for the year 2024  
(Form 56-1 One Report) in QR Code format



QR Code Downloading Procedures for the Annual Registration Statement/Annual Report for the year 2024  
(Form 56-1 One 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 Form 56-1 One Report in the electronic 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.

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

- **Name** : **Mrs. Valeeratn Chuerboonchai**  
(Nominated to be re-elected as director for another term)
- **Position in the Company (Present)** : Independent Director (Non-Executive),  
Chairperson of the Audit Committee  
and Member of the Nomination and Remuneration Committee
- **Directors Nominee** : **Independent Director**
- **Age** (as of December 31, 2024) : 70 years
- **Nationality** : Thai
- **Expertise** : Accounting and Finance / Human Resources
- **Education**
  - ◆ B.B.A. (Accounting), Assumption University
- **Director Training Program**
  - ◆ Training program of Thai Institute of Directors Association (IOD)
    1. Advanced Audit Committee Program (AACP), Class 49/2023
    2. Board Nomination & Compensation Program (BNCP), Class 14/2022
    3. Financial Statements for Directors (FSD), Class 28/2015
    4. Director Certification Program (DCP), Class 205/2015
    5. Anti-Corruption for Executive Program (ACEP), Class 14/2015
    6. Director Accreditation Program (DAP), Class SET/2012
- **Work Experience**
  - ◆ 2023 - Present Director, Pumitalin Co., Ltd.
  - ◆ 2018 - Present Director and Chairperson of the Audit Committee, Harn Engineering Solutions Plc.
  - ◆ 2018 - 2024 Director, Nutrix Public Company Limited
  - ◆ 2012 - 2018 Director, Harn Engineering Solutions Plc.
  - ◆ 2012 - 2017 Director and Assistant Managing Director: Operations, Harn Engineering Solutions Plc.
  - ◆ 2007 - 2016 Director, Chillmatch Co., Ltd.
  - ◆ 2007 - 2016 Director, QIIS Co., Ltd.
- **HARN Shareholdings** (as of December 31, 2024) : 5,671,700 shares (0.97%) (Includes shares of spouse and minor children)
- **Appointment Date** : May 15, 2022
- **Years of Directorship** : 3 years (May 15, 2022 - Present) (If approved the re-appointment for a total of 4 times this year and will hold office for the next 5 years, a total of 9 years.)
- **Position in Subsidiaries** : None
- **Meeting Attendance during Directorship of Year 2024**
  - ◆ The 2024 Annual General Meeting of Shareholders of the total 1 meeting, attending 1 meeting
  - ◆ Board of Directors of the total 6 meetings, attending 6 meetings
  - ◆ Audit Committee of the total 4 meetings, attending 4 meetings
  - ◆ Nomination and Remuneration Committee of the total 2 meetings, attending 2 meetings



Enclosure 3 | Consideration of Agenda 5

- **Positions in Other Listed/Non-listed Companies**

Listed companies on the SET	- No positions held in other listed companies. -	
Other organizations/ agencies/ businesses (non-listed)	1 company	1. Director, Pumitalin Co., Ltd. / Restaurant
Positions held in a competing business/ related business that may cause conflict of interest	-No holding a position as a director / executive in such business-	

- **Director nomination criteria:**

- ♦ The Board of Directors, has considered screening according to the process specified by the Company, carefully, careful, according to the proposal of the Nomination and Remuneration Committee's recommendation and agreed that Mrs. Valeeratn Chuerboonchai has a qualification has accordance with law related to the requirements independent directors and been suitable to the Company's business, an able to provide opinions independently.

- 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) : (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.)

- Conflict of Interest in the company : None

- Record of illegal acts in the previous 10 years : None

- Family relationship with another director : None

- Having beneficial interest in the agenda item at this meeting : Agenda Item 5 To approve reelect directors to replace those who are retired by rotation in 2025  
: Agenda Item 7 To approve the 2025 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 another director : None

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

- **Name** : **Mr. Thammanoon Tripetchr**  
(Nominated to be re-elected as director for another term)
- **Position in the Company (Present)** : Directors (Executive)  
Executive Committee / Risk Management Committee  
and Authorized Director
- **Directors Nominee** : **Director**
- **Age** (as of December 31, 2024) : 57 years
- **Nationality** : Thai
- **Expertise** : Core Business / Strategy, Marketing and Competition / Accounting and Finance /  
Technology and IT / Risk Management / Human Resources /  
Responsibility and Sustainable Development
- **Education**
  - ◆ B.B.A. (Management), Assumption University
- **Director Training Program**
  - ◆ Training program of Thai Institute of Directors Association (IOD)
    1. How to Develop a Risk Management Plan (HRP), Class 31/2022
    2. Director Certification Program (DCP), Class 211/2015
    3. Successful Formulation & Execution of Strategy (SFE), Class 24/2015
    4. Financial Statements for Directors (FSD), Class 28/2015
    5. Director Accreditation Program (DAP), Class 116/2015
- **Work Experience**
  - ◆ 2022 - Present Director, Chief Executive Officer and Chief Marketing Officer: Digital Printing System, Harn Engineering Solutions Plc.
  - ◆ 2021 - Present Director, Harnvietnam Co., Ltd.
  - ◆ 2020 - Present Director, Aiyaraharn Co., Ltd.
  - ◆ 2016 - 2022 Director, Managing Director: Digital Printing System, Harn Engineering Solutions Plc.
  - ◆ 2015 - 2016 Director, Managing Director, Q II S Co., Ltd.
  - ◆ 2014 - 2016 Director, Chillmatch Co., Ltd.
  - ◆ 2010 - 2015 Director and General Manager, Q II S Co., Ltd.
- **HARN Shareholdings** (as of December 31, 2024) : 23,786,313 shares (4.07%) (Includes shares of spouse and minor children)
- **Appointment Date** : November 1, 2016
- **Years of Directorship** : 9 years (November 1, 2016 - Present)
- **Position in Subsidiaries** : Director, Aiyaraharn Co., Ltd. and Director, Harnvietnam Co., Ltd.
- **Meeting Attendance during Directorship of Year 2024**
  - ◆ The 2024 Annual General Meeting of Shareholders of the total 1 meeting, attending 1 meeting
  - ◆ Board of Directors of the total 6 meetings, attending 6 meetings
  - ◆ Executive Committee of the total 12 meetings, attending 12 meetings
  - ◆ Risk Management Committee of the total 4 meetings, attending 4 meetings



Enclosure 3 | Consideration of Agenda 5

- **Positions in Other Listed/Non-listed Companies**

Listed companies on the SET	-No positions held in other listed companies-	
Other organizations/ agencies/ businesses (non-listed)	2 companies	1. Director, Aiyaraharn Co., Ltd./ Developing smart buildings with IoT 2. Director, Harnvietnam Co., Ltd. / Distribution and service of digital printing products
Positions held in a competing business/ related business that may cause conflict of interest	-No holding a position as a director / executive in such business-	

- **Director nomination criteria:**

- ◆ The Board of Directors, has considered screening according to the process specified by the Company, carefully, careful, according to the proposal of the Nomination and Remuneration Committee's recommendation and agreed that Mr. Thammanoon Tripetchr has a qualification has been 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 another director : None

- Having beneficial interest in the agenda item at this meeting : Agenda Item 5 To approve reelect directors to replace those who are retired by rotation in 2025  
: Agenda Item 7 To approve the 2025 remuneration for Board of Director and Board-Committees





### 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.*

## Profile of Persons to be Appointed as Director

- **Name** : Mr. Pises Iamsakulrat
- **Position in the Company (Present)** : None
- **Directors Nominee** : Director  
and Authorized Director
- **Age** (as of December 31, 2024) : 60 years
- **Nationality** : Thai
- **Expertise** : Policy Development, Business Decision-Making, Strategic Planning, Finance and Accounting, Internal Audit, Corporate Governance and Social Responsibility, Risk Management and Internal Control, Human Resource and Organizational Development, Expertise in the Construction Industry, International Business, Innovation Management.
- **Education**
  - ◆ Master of Arts (International Trade), Golden Gate University, California, USA
  - ◆ Bachelor of Business (Administration), Menlo College, California, USA
- **Director Training Program**
  - ◆ Training program of Thai Institute of Directors Association (IOD)
    1. Director Accreditation Program (DAP), Class 140/2017
- **Work Experience**
  - ◆ 2008 - Present Independent Director and Audit Committee Member, TPI Polene Plc.
  - ◆ 2004 - Present Managing Director, Mekong Intertrade Co., Ltd.
  - ◆ 1997 - Present Director, TPI Holding Co., Ltd.
  - ◆ 1997 - Present Director, K-Cut & Goss Co., Ltd.
  - ◆ 1995 - Present Vice Chairman, Lao Agro-Industry Co., Ltd.
  - ◆ 1995 - Present Chief Executive Officer, Chiang Saen Food Products Co., Ltd.
  - ◆ 1990 - Present Chief Executive Officer, Lampang Food Products Co., Ltd.
  - ◆ 1987 - Present Managing Director, Iamsakulrat Co., Ltd.
- **HARN Shareholdings** (as of December 31, 2024): Personal Shares: -None-  
Spouse's Shares: 81,884,151 shares (14.01%)  
Minor Children's Shares: -None-
- **Position in Subsidiaries** : None
- **Positions in Other Listed/Non-listed Companies**



Listed companies on the SET	1 company	1. Independent Director and Audit Committee Member, TPI Polene Plc. / Petrochemical and Cement Manufacturing Industry
Other organizations / agencies/businesses (non-listed)	7 companies	1. Managing Director, Mekong Intertrade Co., Ltd. / Seed and Fertilizer Distribution, Food & Agricultural Products Import/Export Industry 2. Director, TPI Holding Co., Ltd. / Investment and Fund Management Industry

Enclosure 4 | Consideration of Agenda 6

- **Positions in Other Listed/Non-listed Companies (Continued)**

Other organizations / agencies/businesses (non-listed)		3. Director, K-Cut & Goss Co., Ltd. / Raw Thread, Greige Fabric, and Gauze Fabric Manufacturing and Distribution Industry 4. Vice Chairman, Lao Agro-Industry Co., Ltd. / Palm Seed Production and Processed Fruit & Vegetable Industry 5. Chief Executive Officer, Chiang Saen Food Products Co., Ltd. / Pickled Vegetable Production and Processed Fruit & Vegetable Industry 6. Chief Executive Officer, Lampang Food Products Co., Ltd. / Canned Fruit and Vegetable Production Industry 7. Managing Director, Iamsakulrat Co., Ltd. / Real Estate Leasing Industry
Positions held in a competing business/ related business that may cause conflict of interest:	-Not holding a position as a director / executive in such business-	

- **Director nomination criteria:**

- ♦ The Board of Directors, has considered screening according to the process specified by the Company, carefully, careful, according to the proposal of the Nomination and Remuneration Committee's recommendation and agreed that Mr. Pises Iamsakulrat has a qualification has been 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 another director : The husband of Mrs. Sirima Iamskulrat, a director retiring by rotation at the 2025 Annual General Meeting of Shareholders.
- Having beneficial interest in the agenda item at this meeting : Agenda Item 6 To approve the appointment of New Director and amendments to the Company's authorized directors  
: Agenda Item 7 To approve the 2025 remuneration for Board of Director and Board-Committees

## Profile of Nominated Auditors for 2025

1

**Mr. Jadesada Hungsapruue**

Audit Partner

Karin Audit Co. Ltd.

Certified Public Accountant

No. 3759

Profiles and Work Experience

- **Working Period** : 1990 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.Acc., Thammasat University
- **Experience**
  - ◆ Over 20 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd.  
72 CAT Telecom Building, 24<sup>th</sup> Floor,  
Charoen Krung Road, Bang Rak Subdistrict,  
Bang Rak District, Bangkok 10500  
Tel: +66(2) 105-4661  
Fax: +66(2) 026-3760
- **Year of Service** : 1 year (Authorized signatory on the financial statements of HARN)

## Profile of Nominated Auditors for 2025

2

**Ms. Kannika Wiphanurat**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 7305

Profiles and Work Experience

- **Working Period** : 1998 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.Acc., Thammasat University
  - ◆ M.Acc., Thammasat University
- **Experience**
  - ◆ Over 20 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500
  - Tel: +66(2) 105-4661
  - Fax: +66(2) 026-3760
- **Year of Service** : - year  
(Not being signatory on the financial statements of HARN)

3

**Mr. Jirote Sirirorote**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 5113

Profiles and Work Experience

- **Working Period** : 1987 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.Acc., Thammasat University
  - ◆ M.Acc., Chulalongkorn University
- **Experience**
  - ◆ Over 15 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500
  - Tel: +66(2) 105-4661
  - Fax: +66(2) 026-3760
- **Year of Service** : - year  
(Not being signatory on the financial statements of HARN)

## Profile of Nominated Auditors for 2025

4

**Mr. Supoj Mahantachaisakul**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 12794

Profiles and Work Experience

- **Working Period** : 2012 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.B.A (Accounting), Ramkhamhaeng University
- **Experience**
  - ◆ Over 13 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500  
Tel: +66(2) 105-4661  
Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)

5

**Ms. Sumana Senivongse**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 5897

Profiles and Work Experience

- **Working Period** : 1999 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.Acc., Thammasat University
  - ◆ M.B.A. National Institute of Development Administration
- **Experience**
  - ◆ Over 8 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500  
Tel: +66(2) 105-4661  
Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)



## Enclosure 5 Consideration of Agenda 8

## Profile of Nominated Auditors for 2025

6

**Mr. Komin Linphrachay**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 3675

Profiles and Work Experience

- **Working Period** : 1989 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.Acc., Thammasat University
  - ◆ Dip. in Accounting, Thammasat University
- **Experience**
  - ◆ Over 10 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500
  - Tel: +66(2) 105-4661
  - Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)

7

**Ms. Kojchamon Sunhuan**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 11536

Profiles and Work Experience

- **Working Period** : 2009 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.Acc., Prince of Songkla University
- **Experience**
  - ◆ Over 6 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500
  - Tel: +66(2) 105-4661
  - Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)



## Enclosure 5 Consideration of Agenda 8

## Profile of Nominated Auditors for 2025

8

**Mr. Worapol Wiriyaikulapong**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 11181

**Profiles and Work Experience**

- **Working Period** : 1989 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.Acc., Thammasat University
  - ◆ Dip. in Accounting, Thammasat University
  - ◆ M.B.A., Chulalongkorn University
  - ◆ Master of Science - Information Systems University of Colorado at Denver
- **Experience**
  - ◆ Over 6 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500
  - Tel: +66(2) 105-4661
  - Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)

9

**Mr. Pojana Asavasontichai**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 4891

**Profiles and Work Experience**

- **Working Period** : 1996 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.B.A. (Accounting), Ramkhamhaeng University
  - ◆ Voc. Cert. in Accounting, Chulalongkorn University
- **Experience**
  - ◆ Over 5 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500
  - Tel: +66(2) 105-4661
  - Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)

## Enclosure 5 Consideration of Agenda 8

## Profile of Nominated Auditors for 2025

10

**Mr. Wichian Proongpanish**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 5851

Profiles and Work Experience

- **Working Period** : 1998 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.Acc., Thammasat University
  - ◆ .B.A., Thammasat University
  - ◆ LL.B. (Laws), Ramkhamhaeng University
- **Experience**
  - ◆ Over 6 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500
  - Tel: +66(2) 105-4661
  - Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)

11

**Ms. Kanwarat Saksriborworn**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 13273

Profiles and Work Experience

- **Working Period** : 2009 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.Acc., Prince of Songkla University
- **Experience**
  - ◆ Over 9 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500
  - Tel: +66(2) 105-4661
  - Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)

## Enclosure 5 Consideration of Agenda 8

## Profile of Nominated Auditors for 2025

12

**Ms. Bongkotrat Suamsiri**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 13512

Profiles and Work Experience

- **Working Period** : 2005 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.B.A. (Accounting), Rajamangala Institute of Technology, Phra Nakhon Commercial Campus
- **Experience**
  - ◆ Over 20 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500  
Tel: +66(2) 105-4661  
Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)

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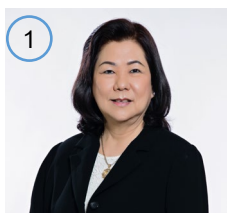
**Mr. Thanathit Raksathianraphap**

Audit Partner  
Karin Audit Co. Ltd.  
Certified Public Accountant  
No. 13646

Profiles and Work Experience

- **Working Period** : 2012 - Present
- **Professional Qualification**
  - ◆ Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- **Academic Qualification**
  - ◆ B.B.A. (Accounting), Rajamangala University of Technology Krungthep
- **Experience**
  - ◆ Over 13 years of audit working experience with Karin Audit Co., Ltd. and also has experience working with a number of multinational clients and listed clients. Leads and supervises audits in a number of different fields, but with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, retails, and consumer products. In addition to the mentioned audit work, he has also been extensively involved in a number of non-audit assignments. Amidst the TFRS conversion of Thai listed companies in recent years. Has led and advised on numerous TFRS conversion and TFRS reporting engagements.
- **Relationship or Interest** : None  
(Except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently
- **Contact Details**
  - ◆ Karin Audit Co. Ltd. 72 CAT Telecom Building, 24<sup>th</sup> Floor, Charoen Krung Road, Bang Rak Subdistrict, Bang Rak District, Bangkok 10500  
Tel: +66(2) 105-4661  
Fax: +66(2) 026-3760
- **Year of Service** : - years  
(Not being signatory on the financial statements of HARN)

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



### **Mrs. Valeeratn Chuerboonchai**

Independent Director (Non-Executive)

Chairperson of the Audit Committee

Member of the Nomination and Remuneration Committee

- **Age** (As of December 13, 2024) : 70 years
- **Nationality** : Thai
- **Appointment Date** : May 15, 2022
- **Address** : 234 Supalai Lake Village 2, Khumkiao Road, Lamplathew, Ladkrabang, and Bangkok 10520
- **HARN Shareholdings** : 5,671,700 shares (0.97%)  
(As of December 31, 2024)
- **Years of Directorship** : 3 years (May 15, 2022 - Present)
- **Conflict of interest in this meeting's agenda**
  - ◆ Agenda Item 5 To approve reelect directors to replace those who are retired by rotation in 2025
  - ◆ Agenda Item 7 To approve the 2025 remuneration for board of director and board-committees
- **Agenda without interest in this meeting**
  - ◆ Agenda Item 1 To adopt minutes of the 2024 Annual General Meeting of Shareholders
  - ◆ Agenda Item 2 To acknowledge the 2024 Company's performance
  - ◆ Agenda Item 3 To approve the consolidated and separated financial statements for the year-ended December 31, 2024
  - ◆ Agenda Item 4 To approve the dividend payment for the performance of year 2024
  - ◆ Agenda Item 6 To approve the appointment of New Director and amendments to the Company's authorized directors
  - ◆ Agenda Item 8 To approve the appoint of auditors and the audit fee for the year 2025
  - ◆ Agenda Item 9 To approve the amendments to the Company's objectives
  - ◆ Agenda Item 10 To approve the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the amendments to the objectives of the Company
  - ◆ Agenda Item 11 Other matters (if any)
- **Special interests that are different from other directors** : None

Note: Details of "Director Profiles" show in the 2024 Annual Report (56-1 One Report) via QR Code in Enclosure 2, page 31 of this invitation notice.

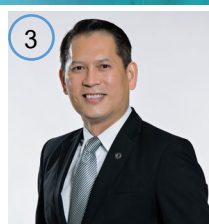
## Profile of Independent Directors to be a Proxy for Shareholders of Harn Engineering Solutions Public Company Limited



**Mr. Prasert Deejongkit**

Independent Director (Non-Executive)  
Chairman of the Nomination  
and Remuneration Committee  
and Audit Committee Member

- **Age** (as of December 31, 2024) : 58 years
- **Nationality** : Thai
- **Appointment Date** : April 23, 2021
- **Address** : 22 Soi Chan 18/7 Yaek 2, Thung Don,  
Sathorn, Bangkok 10120
- **HARN Shareholdings** : -None-  
(As of December 31, 2024)
- **Years of Directorship** : 4 years (April 23, 2021 - Present)
- **Conflict of interest in this meeting's agenda**
  - ◆ Agenda Item 7 To approve the 2025 remuneration for board of director and board-committees
- **Agenda without interest in this meeting**
  - ◆ Agenda Item 1 To adopt minutes of the 2024 Annual General Meeting of Shareholders
  - ◆ Agenda Item 2 To acknowledge the 2024 Company's performance
  - ◆ Agenda Item 3 To approve the consolidated and separated financial statements for the year-ended December 31, 2024
  - ◆ Agenda Item 4 To approve the dividend payment for the performance of year 2024
  - ◆ Agenda Item 5 To approve reelect directors to replace those who are retired by rotation in 2025
  - ◆ Agenda Item 6 To approve the appointment of New Director and amendments to the Company's authorized directors
  - ◆ Agenda Item 8 To approve the appoint of auditors and the audit fee for the year 2025
  - ◆ Agenda Item 9 To approve the amendments to the Company's objectives
  - ◆ Agenda Item 10 To approve the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the amendments to the objectives of the Company
  - ◆ Agenda Item 11 Other matters (if any)
- **Special interests that are different from other directors** : None



**Dr. Teerachai Pornsinsirak**

Independent Director (Non-Executive)  
Chairman of the Risk Management  
Committee  
and Audit Committee Member

- **Age** (as of December 31, 2024) : 54 years
- **Nationality** : Thai
- **Appointment Date** : April 25, 2022
- **Address** : 428/205 Kanchanaphisek Road, Dokmai,  
Prawet, Bangkok 10250
- **HARN Shareholdings** : -None-  
(As of December 31, 2024)
- **Years of Directorship** : 3 years (April 25, 2022 - Present)
- **Conflict of interest in this meeting's agenda**
  - ◆ Agenda Item 7 To approve the 2025 remuneration for board of director and board-committees
- **Agenda without interest in this meeting**
  - ◆ Agenda Item 1 To adopt minutes of the 2024 Annual General Meeting of Shareholders
  - ◆ Agenda Item 2 To acknowledge the 2024 Company's performance
  - ◆ Agenda Item 3 To approve the consolidated and separated financial statements for the year-ended December 31, 2024
  - ◆ Agenda Item 4 To approve the dividend payment for the performance of year 2024
  - ◆ Agenda Item 5 To approve reelect directors to replace those who are retired by rotation in 2025
  - ◆ Agenda Item 6 To approve the appointment of New Director and amendments to the Company's authorized directors
  - ◆ Agenda Item 8 To approve the appoint of auditors and the audit fee for the year 2025
  - ◆ Agenda Item 9 To approve the amendments to the Company's objectives
  - ◆ Agenda Item 10 To approve the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the amendments to the objectives of the Company
  - ◆ Agenda Item 11 Other matters (if any)
- **Special interests that are different from other directors** : None

Note: Details of "Director Profiles" show in the 2024 Annual Report (56-1 One Report) via QR Code in Enclosure 2, page 31 of this invitation notice.





**The Articles of Association**  
(Relevant to the Shareholders' Meeting of Harn Engineering Solutions Public Company Limited)

**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. In this regard, the shareholders' meeting may be held via electronic means. The meeting via electronic means shall be held in accordance with the procedures prescribed by the laws or regulations in force at that time.

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 of request for calling for such must specify that the meeting be summoned for what clear consideration. In such an event, the board of directors must hold 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 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 shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement, for approve or for consideration, including the opinion of the board of directors on the said matters, and the said shall be distributed to the shareholders and the registrar under the law on public limited companies not less than seven (7) days prior to the date of the meeting, and the notice shall be published in the newspaper for not less than three (3) days prior to the date of the meeting, and must be a period of three (3) consecutive days, or may be advertised via electronic means in accordance with criteria prescribed by law instead

The place of the meeting shall be in the area in which the head office of the Company is situated, in a nearby province, or at any other place where the board of directors prescribed. In the event that the board of directors meeting is held via electronic means, the head office of the Company shall be deemed to be the place of the meeting, and the electronic meeting shall have the same legal effect as a physical meeting in accordance with the methods prescribed by law and in these Articles of Association.

**2. Meeting Quorum**

Clause 34. At a shareholders' meeting, whether a physical meeting or a meeting via electronic means, there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold, whereby a quorum would then be constituted.

Appointing a proxy, it may be carried out via electronic means in accordance with the criteria prescribed by law.

In case any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Enclosure 7

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. No dividend shall be paid announce except the payment of dividends be approved by a shareholders' meeting or the board of directors. In case has pay interim dividend, payment shall be notified in letter to the shareholders and the notice of dividend payment shall be published in a newspaper at not less than three (3) consecutive days, or through electronic means in accordance with the criteria prescribed by law and the payment of dividends shall be made within one (1) month from the date on which the such resolution has passed.

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 directors 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.



Enclosure 7

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.

Clause 55. In the event that the Company or the board of directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) to the directors, shareholders, or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, letters or documents via electronic means, the Company or the board of directors may send such letters or documents via electronic means in accordance with the criteria prescribed by law.



## Guidelines for attending the Shareholders' Meeting

### Granting of proxy, Registration and Voting

the 2025 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. Use Proxy Form B (Enclosure 13, pages 59-62) as provided by the Company only.
2. Granting proxy to the Company's independent directors (listed in Enclosure 6, pages 46-47), requested to fill details as Proxy Form B. (Enclosure 13, pages 59-62) herewith, please sign on page 3 and page 4, and return the proxy form with related evidence to the Company: to Company Secretary, at 4<sup>th</sup> Floor, Harn Engineering Solutions Public Company Limited, No. 559 Soi Soonvijai 4, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310, within Thursday, April 17, 2025 to register in advance (Please see details as per Enclosure 8, page 53, and pre-casting the vote for each agenda is recommended). Also, the company will affix 20 Baht Stamp duties for the shareholders.

In order to comply with the requirements under the Notification of the Capital Market Supervisory Board No. TorJor. 79/2564 re: Criteria on the General Solicitation relating to the Appointment of Proxy by the Shareholders to Attend and Vote in the Shareholders' Meeting, the Company hereby informs the shareholders as follows:

- The shareholders are advised to review the details of the agenda items before deciding to appoint a proxy;
- In case that the shareholder who appoints independent director as his/her proxy and such shareholder has casted his/her vote in each agenda in Proxy Form B in advance, the Company will record the votes of such shareholder in accordance with the votes specified in such proxy form. If the shareholders who appoints independent director as his/her proxy does not cast his/her vote in the proxy form in advance, the independent director who has been appointed as a proxy shall cast the votes on behalf of the shareholder as he/ she deems suitable and appropriate.

In the case that the Company fails to record your votes as indicated in the proxy form, and such failure or omission causes damage to you, you will be eligible to pursue the legal proceedings.

- In case you wish to cancel the appointment of proxy, you may notify the Chairman of the Board, in writing, by providing such cancellation notice to the registration officer who is authorized by the Chairman of the Board prior to the commencement of the meeting or before voting is open for each agenda item at the latest. In cases where you are unable to submit the proxy cancellation notice in person, you are required to provide a power of attorney together with a certified true copy of your identification card to the registration officer. In this regard, the cancellation of the appointment of proxy shall not affect the votes in the agenda items that have been completed.

Or

3. Granting proxy to other person (can indicate names and details of up to a maximum of 2 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. (Enclosure 13, pages 59-62), please sign on page 3 and page 4, with evidence attached (see details as per Enclosure 8, page 53). However, for convenience during the registration, the proxies are requested to sign as Proxy Form B. and the Notice of Meeting Form with Barcode for the registration (Enclosure 12), for the show to the Company staff on the meeting date at least 2 hours before the meeting.

Enclosure 8**Registration for Meeting Attendance**

- The Company will open registration and proxy document check at least 2 hours before the meeting or started from 12.00 hrs. on Thursday, April 24, 2025 at HALL 31-32, 3<sup>rd</sup> Floor, Harn Engineering Solutions Public Company Limited, No. 559 Soi Soonvijai 4, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310 and will be registration with barcode system. (Map of the Meeting in Enclosure 11, page 57)
- For convenience and speed the registration, the shareholders and/or proxies are requested to bring the Notice of Meeting Form with Barcode for the registration (Enclosure 12), with registration documents as detail in Identification Documents Required for the Meeting (details in Enclosure 8, page 53) 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 directors 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.

Enclosure 8

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

The registration and proxy document check on Thursday, April 24, 2025 will be started from 12.00 hrs. Onwards at the venue mentioned in the Annual General Meeting of Shareholders invitation notice. For convenience during the registration, which will be conducted with barcode system. For the convenience of the registration process, shareholders and/or proxies are requested to present the Notification of Meeting with Barcode Form (Enclosure 12) and/or Proxy Form B. (Enclosure 13) together with documents as described, which are in accordance with the corporate governance guideline practice year 2017, as below;

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

**1.1 Individual person:**

- The Notice of Meeting Form with Barcode for the registration (Enclosure 12) 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 Form with Barcode for the registration (Enclosure 12) 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)**

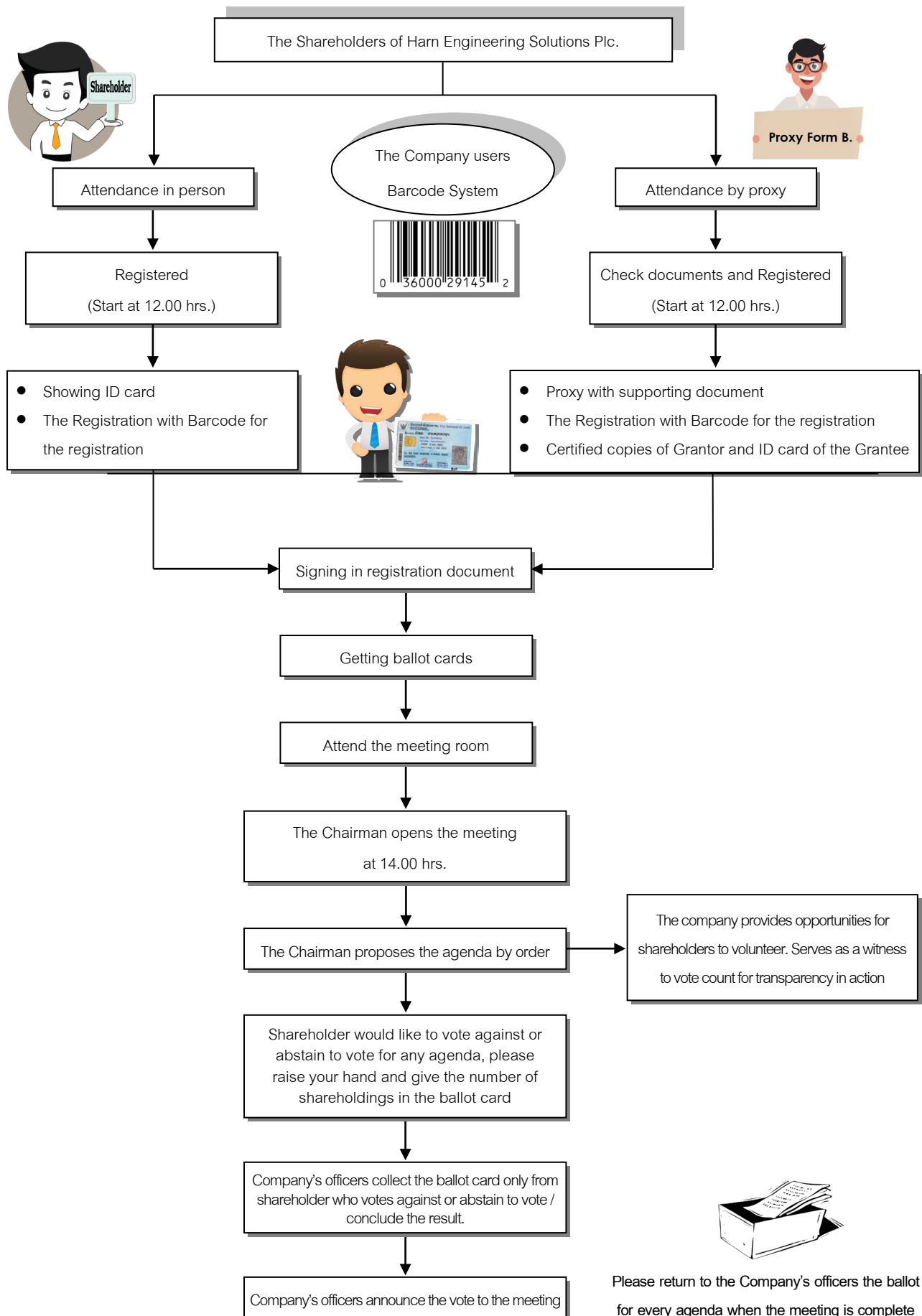
**2.1 Individual person:**

- Proxy Form B. (Enclosure 13) signed by the grantor and the proxy (**please sign on page 3 and page 4**) completely filled in.
- The Notice of Meeting Form with Barcode for the registration (Enclosure 12) 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. (Enclosure 13) 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 Form with Barcode for the registration (Enclosure 12) 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 3 months 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.

**Procedures for attending 2025 Annual General Meeting of Shareholders  
of Harn Engineering Solutions Public Company Limited**





Requisition Form of Form 56-1 One Report year 2024, in hard copy Thai Version  
and Invitation the 2025 Annual General Meeting of Shareholders, Full Version  
of Harn Engineering Solutions Public Company Limited

Attention: Shareholder

The Company's 2024 Annual Report (Form 56-1 One Report) showing 2024 financial statements and documents  
Invitation the 2025 AGM can be downloaded via QR Code that shown on the content page of invitation notice.

For shareholders who wish request the Form 56-1 One Report year 2024, Thai version and Invitation to the 2025 AGM,  
full version which the same as the electronic format downloaded via QR code, please fill out request form, to deliver to you  
according request.

I/We ..... Last name.....

Telephone no ..... E-mail .....

Would like to request the document as following (Please mark ✓ in ☐)

- ☐ Annual Report for the year 2024 (Form 56-1 One Report) Thai Version  
☐ Invitation to the 2025 Annual General Meeting of Shareholders Full Version

Shareholder(s) may choose to request the documents by one of the following one of two methods:

1. Scan this QR Code



and fill out the details

2. Request the document, please mark ✓ in ☐ by one of the methods and fill in the details below to the Company via  
Email: wasukan.b@harn.co.th or Fax: 66 (2) 318-9744 ext.4000

- ☐ Pick up in person at Harn Engineering Solutions Public Company Limited  
☐ Send by postal mail (registered) to the same address as that for the Notice of Meeting Form  
☐ Send by postal mail (registered) to the address below:

No.....Moo.....Soi.....Housing Estate.....

Road.....Subdistrict.....

District..... Province.....Postal code.....

Should you wish to receive the above-mentioned documents before the date of the AGM (April 24, 2025)

Please submit the requisition completed to Corporate Secretary by **Thursday, April 17, 2025.**

Should you have any query or suggestion, contact, Corporate Secretary, Tel.66 (2) 318-9744 ext. 4011



Documents of AGM



## Question Form for 2025 Annual General Meeting of Shareholders

Harn Engineering Solutions Public Company Limited

Thursday, April 24, 2025 at 14.00 hours

at HALL 31-32, 3<sup>rd</sup> floor, Harn Engineering Solutions Public Company

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

Attention: Company Secretary

I/We, (Mr./Mrs./Miss).....

Please indicate with ✓ in the blank ☐☐ Being a shareholder of Harn Engineering Solutions Public Company☐ Being a proxy of ..... who is a shareholder of Harn Engineering Solutions Plc.

Wish question(s) relating to the agenda item(s) for the 2025 Annual General Meeting of Shareholders as follows:

Agenda no. .... details: .....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....

Once the above details completed, please submit to Company, Email: wasukan.b@harn.co.th or Fax: 66 (2) 318-9744 ext.4000

Should you have any query or suggestion, contact Miss Wasukan Boonmee, Corporate Secretary, Tel.66 (2) 318-9744 ext.4011

In order to add option and facilitate to the Shareholders.

Shareholders may scan this QR Code to submit an inquiry instead of submitting paper form.

Please submit the completed form to Corporate Secretary by Thursday, April 17, 2025.



Map of Venue of the 2025 Annual General Meeting of Shareholders  
at HALL 31-32, 3<sup>rd</sup> Floor, Harn Engineering Solutions Public Company Limited  
No. 559 Soi Soonvijai 4, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310



เอกสารแนบ 12

Enclosure 12

## Important documents - Please bring to the Meeting



หนังสือเชิญประชุม  
Notice of Meeting  
บริษัท หาญ เอ็นจิเนียริ่ง โซลูชั่นส์ จำกัด (มหาชน)  
HARN ENGINEERING SOLUTIONS PUBLIC COMPANY LIMITED

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น  
Subject Schedule of Annual General Meeting of Shareholders

วันที่ 01 เมษายน 2568  
Date

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

หุ้นบริวาร  
Preferred share

หุ้น/หน่วย  
shares/units



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=HARN&date=250424>

โดยมีวาระการประชุมตามแนบท้าย  
The meeting agenda is attachment

วันที่ประชุม : วันพฤหัสบดีที่ 24 เมษายน 2568 เวลา 14:00 น. **\*\*Open registration from 12.00 hrs.\*\***  
Meeting Date : Thursday, April 24, 2025 at 14:00 hrs.  
สถานที่ประชุม/ช่องทางสอบถามข้อมูล (Meeting Venue / Channel for asking Information) :  
HALL 31-32 ชั้น 3 บมจ. หาญ เอ็นจิเนียริ่ง โซลูชั่นส์ 559 ซ.ศูนย์วิจัย 4 ถ.พระราม 9 บางกะปิ ห้วยขวาง กรุงเทพฯ  
At HALL 31-32, 3rd Fl., HARN, No.559 Soi Soonvijai 4, Rama 9 Rd., Bangkapi, Huaykwang, 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  
พร้อมกับแบบฟอร์มลงทะเบียน  
ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่เสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR  
Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=HARN&date=250424> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์  
เว็บไซต์: [www.harn.co.th](http://www.harn.co.th) / โทร 23189744 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=250424>  
You can also contact the issuer for the annual report  
Website : [www.harn.co.th](http://www.harn.co.th) /Tel. +66 23189744 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

For your convenience, Shareholder or Proxy holder wishing to attend the meeting  
kindly bring this document for registration



## (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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567

Agenda Item 1 To adopt minutes of the 2024 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:

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

## วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทปี 2567

Agenda Item 2 To acknowledge the 2024 Company's performance

☐ 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☐ จดออกเสียง

Approve

Disapprove

Abstain

## วาระที่ 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2567

Agenda Item 3 To approve the consolidated and separated financial statements for the year-ended December 31, 2024

☐ 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☐ จดออกเสียง

Approve

Disapprove

Abstain

## วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงาน ประจำปี 2567

Agenda Item 4 To approve the dividend payment for the performance of year 2024

☐ 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☐ จดออกเสียง

Approve

Disapprove

Abstain

## วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2568

Agenda Item 5 To approve reelect directors to replace those who are retired by rotation in 2025

☐ 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☐ จดออกเสียง

Approve

Disapprove

Abstain

## วาระที่ 6 พิจารณานุมัติแต่งตั้งกรรมการเข้าใหม่และแก้ไขเปลี่ยนแปลงอำนาจกรรมการ

Agenda Item 6 To approve the appointment of New Director and amendments to the Company's authorized directors

☐ 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☐ จดออกเสียง

Approve

Disapprove

Abstain

## วาระที่ 7 พิจารณานุมัติค่าตอบแทนคณะกรรมการบริษัทและคณะกรรมการชุดย่อย ประจำปี 2568

Agenda Item 7 To approve the 2025 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:

☐ เห็นด้วย☐ ไม่เห็นด้วย☐ จดออกเสียง

Approve

Disapprove

Abstain

## วาระที่ 8

Agenda Item 8

## พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2568

To approve the appoint of auditors and the audit fee for the year 2025

☐ 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 Item 9

## พิจารณาอนุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์บริษัท

To approve the amendments to the Company's objectives

☐ 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 10

Agenda no. 10

## พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 3 เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

To approve the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the amendments to the objectives of the Company

☐ 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 11

Agenda Item 11

## พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประกอบแบบหนังสือมอบฉันทะแบบ 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 2568 ในวันพฤหัสบดีที่ 24 เมษายน 2568 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 2025 Annual General Meeting of Shareholders on Thursday, April 24, 2025 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, Bangkok, Huaykwang, Bangkok 10310 or such other date, time and place as the meeting may be held.

☐ วาระที่ ..... เรื่อง .....

Agenda Item 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

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda Item Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda Item Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda Item Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

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

(.....)





บริษัท หาญ เอ็นจิเนียริ่ง 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,

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✉ อีเมล: [dec@harn.co.th](mailto:dec@harn.co.th)

📘 เฟสบุ๊ก: Harn Engineering Solutions Pcl.