

**Invitation to the 2020 Annual General Meeting of  
Shareholders**

**Sahakol Equipment Public Company Limited  
on June 25, 2020 at 2:00 p.m.**

**At Meeting Room, 3<sup>rd</sup> floor, Sahakol Equipment Public Company Limited  
No.47/10 Soi Amornphan 4, Vibhavadirangsit Road, Ladyao, Chatuchak,  
Bangkok 10900**

**Registration is open from 12.30 hrs.  
and to facilitate the registration process,  
kindly bring a registration form which contains barcode to the meeting.**

***Important Notes:***

*No souvenirs and food provided for the meeting attendees under the Circumstance of COVID-19*

(Translation)

May 22, 2020

Subject : Invitation to the 2020 Annual General Meeting of Shareholders

To : Shareholders of Sahakol Equipment Public Company Limited

- Enclosures
1. Supporting Document for agenda 2  
Copy of the Minutes of the 2019 Annual General Meeting of Shareholders
  2. Supporting Document for agenda 3 and 4  
Annual Report 2019, together with the Consolidated Financial Statements of the Company for the fiscal year ended December 31, 2019 in QR Code
  3. Supporting Document for agenda 6  
Profiles and Working Experience of the Directors who retire by rotation for re-election as Directors for another term
  4. Supporting Document for agenda 8  
Profiles and Working Experience of the auditors for the year 2020
  5. Documents and evidences required for the Meeting attending, and Vote Casting and Counting
  6. Precautionary Measures and Guideline for Holding the Annual General Meeting of Shareholders under the circumstance of Coronavirus Disease 2019 (COVID-19) Outbreak
  7. Coronavirus Disease 2019 (COVID-19) Screening Form
  8. Proxy Form; Form A. and Form B. (Shareholder can download Proxy Form A., Form B., and Form C. from the Company's website at (<https://www.sahakol.com/th/shareholder-info/>))
  9. Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders and Definition of the Independent Directors
  10. Articles of Association of the Company with respect to the Shareholders' Meeting
  11. Procedure for Attending the Shareholders' Meeting
  12. Map of the meeting venue
  13. Requisition Form for Annual Report

Remark : If the shareholders would like to receive the print-out of the Annual Report 2019, please contact : Investor relations E-mail : [ircontact@sahakol.com](mailto:ircontact@sahakol.com) or Tel : 02-9410888 Ext. 70

The Board of Directors' Meeting of Sahakol Equipment Public Company Limited (the "Company") No. 5/2020 held on May 12, 2020 resolved to convene the 2020 Annual General Meeting of Shareholders on Thursday, June 25, 2020 at 14.00 hrs. at Meeting Room of Sahakol Equipment Public Company Limited, 3rd floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok to consider the following agenda items.

**Agenda 1 Matter to be informed by the Chairman**

Resolution This agenda is for acknowledgement. No casting of votes in this agenda.

**Agenda 2 To consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders**

Facts and Rationale: The Company held the 2019 Annual General Meeting of Shareholders on April 25, 2019. The Company submitted the mentioned Minutes of the Meeting to the Stock Exchange of Thailand ("SET") within 14 days and to the Ministry of Commerce as required by laws. Moreover, the said Minutes has already been uploaded on the Company's website (<https://www.sahakol.com>). A copy of the Minutes was attached to this meeting invitation **Enclosure 1**

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the Minutes of the 2019 Annual General Meeting of Shareholders.

Resolution This agenda required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 3 To consider and acknowledge the Company's operating performance for the fiscal year ended December 31, 2019**

Facts and Rationale: The Company prepared the report of the Board of Directors concerning the business operation of the Company for the fiscal year ended 2019 as of December 31, 2019 showing the summary of Company's operation during 2019. Details of which are presented in page 113-123 of the Annual Report 2019 provided in QR Code, which was delivered to the shareholders, together with this meeting invitation **Enclosure 2**

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to acknowledge the Company's operating performance for the fiscal year ended December 31, 2019.

Resolution This agenda is for acknowledgement. No casting of votes in this agenda.

**Agenda 4 To consider and approve the Company's report and consolidated financial statement for the fiscal year ended December 31, 2019**

Facts and Rationale: In compliance with the Public Limited Companies Act B.E.2535, Section 112, and the Company's Article of Association, Articles 39, stipulating that the Company shall arrange for preparation of the Statement of Financial Position and the Statements of Comprehensive Income as of the end of each fiscal year to be proposed to the shareholders' meeting for consideration and approval at an annual general meeting of every year.

In this regard, the Company has prepared a consolidated financial statement for the fiscal year ended December 31, 2019 which was audited and certified by the auditor of the Company, Grant Thornton Company Limited, and reviewed by the Audit Committee. Details of which are presented in page 128 to 189 of the Annual Report 2019 provided in QR Code, together with this meeting invitation **Enclosure 2**. A summary of the key information in comparison with the previous year is as follows:

<b>Financial Statement</b>		<b>unit: Million Baht</b>		
Details		Fiscal year ended on 31st December		
		2017	2018	2019
Total assets	(Million Baht)	10,240.8	11,986.8	11,106.2
Total liabilities	(Million Baht)	7,662.6	9,820.7	8,941.3
Shareholders' equity	(Million Baht)	2,578.2	2,166.1	2,165.9
Total Revenues	(Million Baht)	3,185.7	3,624.1	4,772.9
Cost of Services	(Million Baht)	(2,321.7)	(3,445.2)	(4,039.6)
Gross Profit	(Million Baht)	864.0	178.9	733.3
*Net Profit for the year	(Million Baht)	360.1	(284.6)	1.1
Earnings per share <sup>1</sup>	(Baht per Share)	0.32	(0.25)	0.001

\* Net Profit for the year : Equity holders of the Company

**Board of Directors' opinion:** The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the Company's report and consolidated financial statement for the fiscal year ended December 31, 2019, which were approved by the Audit Committee and audited by the certified auditor of the Company.

**Resolution** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 5** **To consider and approve the allocation of profit from the Company's operating performance for the fiscal year ended December 31, 2019 as a legal reserve and the omission of dividend payment from the Company's operating performance for the fiscal year ended December 31, 2019**

**Facts and Rationale:** In compliance with the Public Limited Companies Act B.E. 2535, Section 116, and the Company's Articles of Association, Article 45, stipulating that the Company is required to allocate not less than five (5) percent of the annual net profits as a legal reserve, deducted with the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten (10) percent of the registered capital.

At the present, the Company has a total registered capital of Baht 1,150,000,000 with a legal reserve in the amount of Baht 67,711,234 equaling to 5.89 percent of the Company's registered capital which has not reached 10 percent of registered capital of the Company. However, due to the small amount of profits of the Company's operating results, it is deemed appropriate to propose to the Meeting to consider and provide an opinion regarding the allocation of profits from the Company's operating results of the accounting period ended December 31, 2019 as the legal reserve in the amount of Baht 8,651,801 equaling to 5 percent of the net profit of the accounting period ended December 31, 2019. After such allocation of the said



profit as the legal reserve, the Company shall have the total legal reserve in the amount of Baht 76,363,035 representing 6.64 percent of registered capital of the Company.

The Company has a policy of dividend payment distributing to shareholders at the rate of not more than 40 percent of the net profit of the separate financial statements after a deducting of a corporate income tax and all other forms of reserves as stipulated by the law or in the Company's Articles of Associations; however, the said payment of dividend may be varied depending on cash flow and investment plans as well as other suitability deemed appropriate by the Board of Directors. In all events, the annual dividend payment shall be approved by the meeting of shareholders except for the interim dividend payment in which the Board of Directors may approve the payment of such interim dividends from time to time provided that the Board deems that the Company has sufficient profits to do so. The Company shall report the said payment of interim dividend to the next meeting of shareholders.

However, having considered various factors in relation to distribution of dividend to shareholders, i.e. the performance of the Company, liquidity, cash flow, a Company's future operations plan and a requirement of money expenditure for investment in various projects and other factors, it is deemed appropriate to propose to the Meeting to consider and provide an opinion for the non-payment of dividends from the Company's operating results for the accounting period ended December 31, 2019.

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the allocation of profit from the Company's operating performance for the fiscal year ended December 31, 2019 as a the legal reserve, totaling Baht 8,651,801 and the omission of dividend payment from the Company's operating performance for the fiscal year ended December 31, 2019 due to the Company's operating plan in the future and requirement of the investment fund and other necessities.

Resolution This agenda required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 6 To consider and approve the election of directors to replace the directors who retired by rotation**

Facts and Rationale: In compliance with the Public Limited Companies Act B.E. 2535, Section 71, and the Company's Article of Association Article 17, stipulating that at least one-third (1/3) of the total member of the directors must retire by rotation and if it is impossible for the number of directors to be divided into three, the number nearest to one-third must retire and the retired directors will be eligible for re-election. The directors who shall retire in the first and second year after the registration of the Company shall be selected by drawing. In the subsequent years, the directors who have held a position longest shall retire. At the 2020 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation as follows:

- 1) Mr. Vitavat Sirison Director/ Executive Director/ Chairman of the Risk Management Committee

- |                              |   |
|------------------------------|---|
| 2) Mr. Kavith Sirison        | Director/ Executive Director/ Member of the Risk Management Committee |
| 3) Mr. Prapas Vichakul       | Independent Director  |
| 4) Mr. Sirichai Towiriyawate | Independent Director/ Chairman of the Audit Committee                 |

For nominating the directors, the Company has made an announcement to invite the shareholders to propose the names of qualified candidates for the directorship via the Company's website and SET's channel during 28 January – 25 February 2020; however, no such proposal was made. In this regard, the Board (Excluding the Directors with interests in this matter) has considered the qualifications of the directors who would retire by rotation at the 2020 Annual General Meeting of Shareholders regarding the director qualifications, knowledge, competency, experience, expertise in various aspects, and independent expression of opinions including with a provision of opinion and suggestion giving a great benefit to the Company's business operation. These directors had duly performed their duties with good efficiency.

For the best interests of the Company, the Company is of an opinion that these 4 directors had complete qualifications, without any prohibited characteristics under the laws, and deemed appropriate to propose that the Annual General Meeting of Shareholders to consider and approve re-election of the retiring directors to be the Company's directors for another term. The details of which are as shown in **Enclosure 3**.

**Board of Directors' opinion:**

The Board, excluding the Directors who have conflict of interest in this matter, deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the election of directors to replace the directors who retired by rotation to be re-elected as follows:

- |                              |   |
|------------------------------|---|
| 1) Mr. Vitavat Sirison       | Director/ Executive Director/ Chairman of the Risk Management Committee |
| 2) Mr. Kavith Sirison        | Director/ Executive Director/ Member of the Risk Management Committee   |
| 3) Mr. Prapas Vichakul       | Independent Director  |
| 4) Mr. Sirichai Towiriyawate | Independent Director/ Chairman of the Audit Committee                   |

**Resolution** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 7 To consider and approve the remuneration of the Board of Directors for 2020**

**Facts and Rationale:**

In compliance with the Public Companies Limited Act B.E. 2535, Section 90, and the Company's Article of Association, Article 22, stipulating that the Company's directors are eligible to receive a remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or in other forms of benefits as determined by the shareholders' meeting which that such distribution of remuneration may be specified in a fixed amount, or by a principle, and be prescribed the remuneration criteria applicable from time to time or applicable until the shareholders' meeting resolves to change.

Moreover, the directors shall be entitled to receive any other welfare according to the Company's rules, considering the propriety of the remuneration of the directors by taking into the duties and responsibilities and comparison with the same industry and with the similar sizes. It deems appropriate to propose the 2020 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors not exceeding Baht 5,000,000, which is the same as previous year as details below:

Remuneration of the Board of Directors	Year 2020 (Proposed year)	Year 2019
- Chairman of the Board	40,000 Baht/month	40,000 Baht/month
- Chairman of the Audit Committee	25,000 Baht/month	25,000 Baht/month
- Non- executive Director	15,000 Baht/month	15,000 Baht/month
- Executive Director	-	-
<b>Meeting Allowances</b>		
- Non- executive Director	15,000 Baht/meeting	15,000 Baht/meeting
- Member of the Audit Committee	10,000 Baht/meeting	10,000 Baht/meeting
- Executive Director	8,000 Baht/meeting	8,000 Baht/meeting
<b>Total remuneration</b>	Not exceeding Baht 5,000,000	Not exceeding Baht 5,000,000 (Actual remuneration Baht 2,655,000)

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the remuneration of Directors of the Company for the year 2020, in the amount not exceeding Baht 5,000,000.

Resolution This agenda required not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting, **including** abstentions from the calculation base.

**Agenda 8 To consider and approve the appointment of the auditor and fix the audit fee for the year 2020**

Facts and Rationale: In compliance with the Public Companies Limited Act B.E. 2535, Section 120, stipulating that the Annual General Meeting of Shareholders must appoint the external auditors and determines the audit fee of the Company every fiscal year, the Audit Committee had reviewed and considered the qualification, knowledge, experience, reliability and working record of each auditor including the appropriate audit fee then resolved to propose to the Board of Directors to consider and concur the appointment of auditor for financial statements of the Company for the year 2020 as listed below,

1) Mr. Somkid Taitragul	Certified Public Accountant No. 2785
2) Ms. Kanyanat Sriratchatchaval	Certified Public Accountant No. 6549
3) Mr. Teerasak Chuasrisakul	Certified Public Accountant No. 6624
4) Mr. Narin Churamongkol	Certified Public Accountant No. 8593

The four auditors from Grant Thornton Company Limited have fully qualified and no relationship with or any vested interest in the Company, its subsidiaries, executives, major shareholders, or any related persons and therefore; are independent in the audit and provision of opinion on the Company's financial statements. In addition, none of above auditors have acts as the auditor of the Company for more than 5 consecutive fiscal years, the profiles and working experience of the auditors are as shown in **Enclosure 4**

Furthermore, the Audit Committee has considered the audit fee of the Company and its joint ventures and subsidiaries, namely the joint venture ITD-SQ and the joint venture SQ-ITD for the fiscal year ended on December 31, 2020 and viewed that the proposed audit fee is suitable to the scope of services. It is deemed appropriate to propose the 2020 Annual General Meeting of Shareholders to consider and approve the audit fee for the fiscal year ended on December 31, 2020 in the amount of Baht 3,350,000, decreased by Baht 35,000. The auditor remuneration is exclusive of other fees (Non-audit fee) which will be billed per actual. the details of which are as below:

<b>Audit Fee</b>	<b>Year 2020 (Proposed Year)</b>	<b>Year 2019</b>
Audit Fee of the Company	3,180,000	3,020,000
Audit Fee of the Joint Ventures and Subsidiaries	170,000	365,000
Non-audit fee	-	-
<b>Total</b>	<b>3,350,000</b>	<b>3,385,000</b>

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the appointment of the auditor and fix the audit fee for the year 2020 as follows:

1) Mr. Somkid Taitragul	Certified Public Accountant No. 2785
2) Ms. Kanyanat Sriratchatchaval	Certified Public Accountant No. 6549
3) Mr. Teerasak Chuasrisakul	Certified Public Accountant No. 6624
4) Mr. Narin Churamongkol	Certified Public Accountant No. 8593

The above auditors from Grant Thornton Co., Ltd. are to be the Company's auditors for the year 2020 and the audit fee is fixed at Baht 3,350,000.

Resolution This agenda required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 9 To consider and approve the issuance and offering of debenture for Baht 500 million, making the total limit of debentures at any time not exceeding Baht 1,500 million**

Facts and Rationale:

In order to prepare the Company to be in accordance with the future growth and investment plans, the Company's executive has the opinion and proposed to the Meeting that the Company should increase funding options through an issuance of debt instruments offered in the capital market. Therefore, the Company hereby proposed to the Meeting of the Board of Directors to consider and

approve the issuance of debt instruments in the form of debentures. The Board of Directors then proposed to the General Meeting of Shareholders to consider and approve the issuance and offering of the Company's debentures for another Baht 500 Million, which the total amount of all debentures is not exceeding Baht 1,500 Million with the following details.

<u>Type</u>	All types of debentures, with name or unnamed registered debenture holders, unsubordinated debentures which are secured or unsecured, with or without debenture holders' representative.
<u>Currencies</u>	Thai Baht and/or United States Dollar and/or other currencies
<u>Total Limit of Debentures</u>	Total principal limit of the debentures at any time shall not exceed Baht 1,500 million. In case debentures are in foreign currencies, the exchange rate on the issue date shall be used for consideration of each issuance.  Refer to the resolution of the 2018 Annual General Meeting of Shareholders dated April 18, 2018. The Meeting has approved the total limit for the issuance and offering of debentures at any time not exceeding Baht 1,000 billion. As of April 30, 2020, the Company has an outstanding amount of the debentures which have been issued and offered for the total amount of Baht 1,000 million. This time, the Company has considered increasing the total amount for the issuance and offering of the Company's debentures by Baht 500 million, making the <b>Total Limit of Debentures at any time not exceeding Baht 1,500 million.</b>
<u>Par Value</u>	Baht 1,000 (One thousand).
<u>Interest Rate</u>	Depending on the market condition at the time of each issuance of debenture.
<u>Maturity</u>	The Board of Directors of the Company and/or a person assigned by the Board of Directors and/or Chief Executive Officer shall consider the determination of maturity of debenture depending on the appropriateness of the type of bond, type of payment and prevailing market conditions.
<u>Offering</u>	Offer domestically and/or internationally to the general public and/or institutional investors and/or high net worth investors and/or specific investors, which are offered for one time or several times and/or on a revolving basis. In addition, the issuance and offering can be on separate occasions. In case of the issuance and offering to existing debenture holders that are going to mature or be redeemed prior to maturity, in this regard, the Company shall

	comply with laws, rules, regulations or any other related notifications as well as obtain necessary approvals from relevant authorities.
<u>Special Condition</u>	If the Company redeems or repays the principal of debenture issued under the offering amount approved above, the Company may issue and offer additional debentures in substitution of the amount of the redeemed and repaid debenture.

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the issuance and offering of debenture details as follows:

<u>Type</u>	All types of debentures, with name or unnamed registered debenture holders, unsubordinated debentures which are secured or unsecured, with or without debenture holders' representative.
<u>Currencies</u>	Thai Baht and/or United States Dollar and/or other currencies
<u>Total Limit of Debentures</u>	Total principal limit of the debentures at any time shall not exceed Baht 1,500 million. In case debentures are in foreign currencies, the exchange rate on the issue date shall be used for consideration of each issuance.  Refer to the resolution of the 2018 Annual General Meeting of Shareholders dated April 18, 2018. The Meeting has approved the total limit for the issuance and offering of debentures at any time not exceeding Baht 1,000 billion. As of April 30, 2020, the Company has an outstanding amount of the debentures which have been issued and offered for the total amount of Baht 1,000 million. This time, the Company has considered increasing the total amount for the issuance and offering of the Company's debentures by Baht 500 million, making the <b>Total Limit of Debentures at any time not exceeding Baht 1,500 million.</b>
<u>Par Value</u>	Baht 1,000 (One thousand).
<u>Interest Rate</u>	Depending on the market condition at the time of each issuance of debenture.
<u>Maturity</u>	The Board of Directors of the Company and/or a person assigned by the Board of Directors and/or Chief Executive Officer shall consider the determination of maturity of debenture depending on the appropriateness of the type of bond, type of payment and prevailing market conditions.
<u>Offering</u>	Offer domestically and/or internationally to the general public and/or institutional investors and/or high net worth investors and/or specific

	investors, which are offered for one time or several times and/or on a revolving basis. In addition, the issuance and offering can be on separate occasions. In case of the issuance and offering to existing debenture holders that are going to mature or be redeemed prior to maturity, in this regard, the Company shall comply with laws, rules, regulations or any other related notifications as well as obtain necessary approvals from relevant authorities.
<u>Special Condition</u>	If the Company redeems or repays the principal of debenture issued under the offering amount approved above, the Company may issue and offer additional debentures in substitution of the amount of the redeemed and repaid debenture.

The Board of Directors of the Company and/ or a person assigned by the Board of Directors and/or Chief Executive Officer shall have the following powers:

1. To determine the details and other conditions in connection with the issuance and offering of debenture such as its name, offering procedures, amount of debenture of each issuance and offering, types of debenture, security, offering price per unit, maturity, redemption period, premature redemption period, interest rate, method of principal and interest repayment, allocation process, and details of offering;
2. To appoint financial advisors, and/or underwriter, and/or credit rating agencies of the issuer and/or other person with respect to the issuance and offering of debenture;
3. To negotiate, enter into, execute any relevant documents and agreements, and take any necessary actions for and in relation to the issuance and offering of debenture, including listing such debenture as a listed security on the bond's secondary market or other secondary market(s), and to obtain approval from relevant authorities.

Resolution

A resolution on this agenda must be approved by a vote of not less than three-fourth of the total number of votes of shareholders attending the Meeting and casting their votes, **including** abstentions from the calculation base.

**Agenda 10 To consider other matters (If any)**

The Company has confirmed Wednesday, May 27, 2020 is the Record Date on which the shareholders whose name appear on the Company's share register book shall have the right to attend the 2020 Annual General Meeting of Shareholders.

The shareholders of Sahakol Equipment Public Company Limited are cordially invited to participate in the Meeting on Thursday, June 25, 2020 at 14.00 hrs. at Meeting Room of Sahakol Equipment Public Company Limited, 3rd floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok. The shareholders should register for attending the meeting from 12.30 hrs.

Due to, the Company is deeply concerned for the safety and well-being of the shareholders and attendees as well as all stakeholders, who will be participating in the meeting.



Therefore, the Company strongly requests for the shareholders' and attendees' cooperation to strictly follow the precautionary measures and guidelines for holding the Annual General Meeting of Shareholders under the circumstance of Coronavirus Disease 2019 (COVID-19) as detailed in Enclosure 6 and also request all of the shareholders and attendees to fill in the Coronavirus Disease 2019 (COVID-19) Screening Form as detailed in Enclosure 7 and submit to the Company's staffs before attend the meeting.

If any shareholder wishes to appoint another person to attend the Meeting and vote as his or her behalf, please choose and fill in either the proxy in Form A. or Form B. the details are as shown in **Enclosure 8** For foreign shareholders who deposit shares in safeguard of custodian in Thailand, please choose and fill in the proxy in Form C. which can be downloaded from the Company's website at (<https://www.sahakol.com/th/shareholder-info/>)

To protect the rights and benefits of shareholders who are unable to attend the Meeting in person and would like to appoint the Independent director of the Company as their proxy to attend the Meeting and cast votes on their behalf, the shareholders can appoint one of the independent directors as follows:

- 1) Mrs. Kingthien Bang-or
- 2) Dr. Mongkon Laoworapong

The profile of independent directors and relevant profiles and working experience are detailed in **Enclosure 9** as a proxy by using proxy Form B. as appeared in the **Enclosure 8** and submit such Proxy Form B. together with supporting documentation as detailed in **Enclosure 5**. For the purpose of document verification, please submit all documentation to the Company by June 18, 2020 at

Investor Relation Department  
Sahakol Equipment Public Company Limited  
47/10 Soi Amorphan 4, Vibhavadi Rangsit Road,  
Lad Yao Sub-District, Chatuchak District, Bangkok 10900  
Tel: +66-2941-0888 ext. 70

The Company recommends that the shareholders should study the Appointment of Proxy, Registration, Documents for Registration and Vote Casting and Counting as set out in **Enclosure 5** as well as the details on Procedure for Attending the Shareholders' Meeting as set out in **Enclosure 11**.

The Company will disclose the 2020 Annual General Meeting of Shareholders itinerary and agendas in advance on the Company's website (<http://www.sahakol.com>). In addition, any shareholders who would like to receive the 2020 Annual Report of the Company, kindly fill out the request form of Annual Report in the **Enclosure 13** and send it by email to [ircontact@sahakol.com](mailto:ircontact@sahakol.com) or Tel: 02-941-0888 ext. 70

For any inquiries, please contact Mr. Surapol Ounsuwan, the Company Secretary at [surapol@sahakol.com](mailto:surapol@sahakol.com) or Tel: +66-2941-0888 ext. 66

Yours sincerely,  
Sahakol Equipment Public Company Limited



M.R. Pridiyathorn Devakula  
Chairman of the Board of Directors

**Minutes of the 2019 Annual General Meeting of Shareholders  
Sahakol Equipment Public Company Limited**

**Date, Time and Meeting Venue**

The 2019 Annual General Meeting of Shareholders held on Thursday, April 25, 2019 at 14.00 hrs. at 3<sup>rd</sup> floor, Venus Room, Miracle Grand Convention Hotel, Vibhavadi-Rangsit Road, Don Mueang District, Bangkok.

**The meeting started**

Mr. Grantarit Katesampan, acted as the Moderator of the 2019 Annual General Meeting of Shareholders Meeting (the “**Meeting**”), of Sahakol Equipment Public Company Limited (the “**Company**”), introduced the Directors, the Executive, the Auditor and the Independent Legal Advisors who attended the Meeting as follows

**Attending directors and executives**

- |                      |              |  |
|----------------------|--------------|--|
| 1. M.R. Pridiyathorn | Devakula     | Chairman of the Board  |
| 2. Mr. Noppun        | Muangkote    | Vice Chairman of the Board / Chairman of Executive Director                                  |
| 3. Mr. Sirichai      | Towiriyawate | Independent Director / Chairman of Audit Committee   |
| 4. Mrs. Kingtien     | Bang-or      | Independent Director / Audit Committee   |
| 5. Dr. Mongkol       | Laoworapong  | Independent Director / Audit Committee   |
| 6. Mr. Sasavat       | Sirison      | Director / Executive Director/ Chief Executive Officer                                       |
| 7. Mr. Vittavat      | Sirison      | Director / Executive Director/ Chairman of Risk Management Director/ Chief Operation Officer |
| 8. Mr. Pichet        | Mahunsukon   | Independent Director   |
| 9. Mr. Kavut         | Sirison      | Director / Executive Director/ Risk Management Director/ Chief Financial Officer             |
| 10. Mr. Chalee       | Ruksuthee    | Director   |
| 11. Mr. Prapas       | Vichakul     | Independent Director   |

**Attending advisors**

- |                   |            |   |
|-------------------|------------|---|
| 1. Ms. Wichitphan | Klaiubon   | Independent Legal Advisor from Legal Advisory Council Limited |
| 2. Ms. Rapeepat   | Kumpichai  | Independent Legal Advisor from Legal Advisory Council Limited |
| 3. Ms. Supachanya | Thongpan   | Auditor from Grant Thornton Limited                           |
| 4. Ms. Thatiya    | Thungkanon | Auditor from Grant Thornton Limited                           |

In the Meeting, there were **63** shareholders and proxies attended the meeting, representing **494,881,588** shares, equivalent to **43.4673** percent of the total amount of the sold shares of the Company. Thus, a quorum was attained under the Articles of Association of the Company, which stated that there must be no less than 25 shareholders and proxies or no less than a half of the total shareholders attending a meeting and they must collectively hold no less than one-third of the total amount of the sold shares of the Company.

Prior to proceeding with the meeting agenda, the Moderator informed the Meeting that regarding voting in each agenda, if shareholders disapprove or abstain from voting, shareholders shall vote in the ballot, raise their hand and hand over such ballot for voting in such agenda to the staff. Subsequently, the Moderator explained to the Meeting regarding the voting principle and the vote count methods as well as which voting card will be deemed as invalid card (Details stated in the Invitation to the Meeting). Also, the Meeting has been informed that prior to voting in each agenda of the Meeting, attendees shall make inquiries and provide suggestion about such agenda item as deem appropriate, prior to making inquiries or providing suggestion, such shareholders or proxies shall announce his/her name and surname and inform the Meeting that he/she is a shareholder or a proxy. In case such inquiries or suggestion is not related to the considered agenda, shareholders or proxies shall make suggestion or inquiries in the last agenda.

Furthermore, the Moderator informed the Meeting that the Company has invited the auditor of Grant Thornton Limited and the representatives of Legal Advisory Council Limited to answer any questions occurs from each agenda in this Meeting.

Afterwards, M.R. Pridiyathorn Devakula, Chairman of the Board, presided over the Meeting (the “**Chairman**”), declared the 2019 Annual General Meeting of Shareholders to be duly convened and proceeded to conduct the Meeting in line with the agenda items as specified as follows:

**Agenda 1 Matter to be informed by the Chairman**

The Chairman welcomed and opened the Meeting which the Chairman informed that each agenda items would be described in the following agenda.

Resolution This agenda is for acknowledgement. No casting of votes in this agenda.

**Agenda 2 To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders**

The Chairman informed the Meeting that the Company has provided the Minutes of the 2018 Annual General Meeting of Shareholders, held on April 18, 2018, the details of which are shown in **Enclosure 2**. The Company had delivered such Minutes for shareholders’ consideration along with the Invitation to the Meeting.

The Chairman gave the opportunity to the Meeting to provide suggestion and make inquiries to this agenda item. There were no shareholders who provided suggestion and made inquiries to this agenda. Therefore, the Chairman proposed to the Meeting to cast their votes on this agenda.

**Resolution of the Meeting** The Meeting adopted the Minutes of the 2018 Annual General Meeting of Shareholders held on April 18, 2018, detailed as follows:

Approval	496,195,690	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0000
Abstention	0	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (72)	496,195,690	votes,	Equivalent	100.0000

**Resolution** A resolution on this agenda must be approved by a simple majority vote of the shareholders attending the Meeting and casting their votes, **excluding** abstentions from the calculation base.

**Agenda 3 To consider and acknowledge the Company's operating performance of the fiscal year ended December 31, 2018**

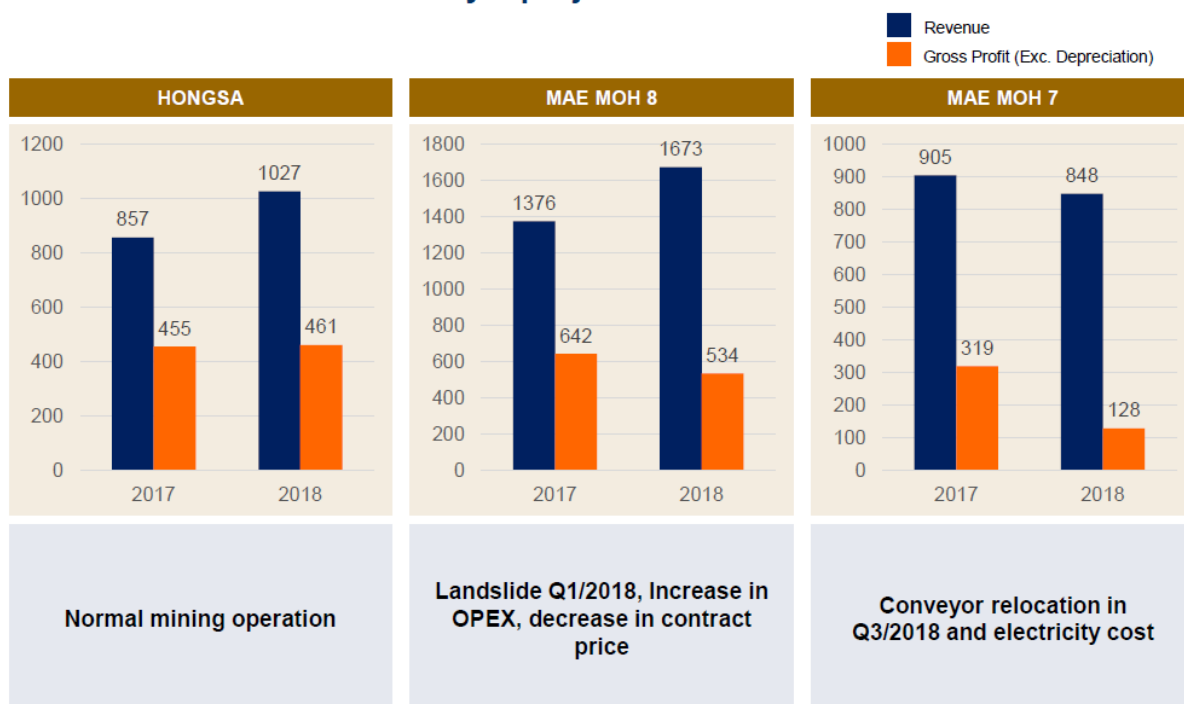
The Chairman invited Mr. Sasavat Sirison, Chief Executive Officer, to report this agenda to the meeting.

Mr. Sasavat Sirison reported to the Meeting the operating performance of the Company for the fiscal year ended December 31, 2018, summarized as follows:

The revenue of three projects of the Company i.e. Hongsa Mine project, Mae Moh Mine 8 project, and Mae Moh 7 Mine project detailed as follows:

- The revenue of Hongsa Mine Project in 2018 amounted to Baht 1,027 million, which was an increase by Baht 200 million from 2017 with the revenue equivalent to Baht 857 million. The gross profit (exclude depreciation) in 2018 amounted to Baht 461 million, which was an increase by Baht 6 million from 2017 with the gross profit amounted to Baht 455 million
- The revenue of Mae Moh Mine 8 project in 2018 was Baht 1,673 million, which was an increase by Baht 297 from 2017 with the revenue equivalent to Baht 1,376 million. The gross profit (exclude depreciation) in 2018 amounted to Baht 534 million, which was a decrease by Baht 108 million from 2017 with the gross profit equivalent to Baht 642 million.
- The revenue of Mae Moh Mine 7 project in 2018 was Baht 848 million, which was a decrease by Baht 57 from 2017 with the revenue, amounted to 905 million. The gross profit (exclude depreciation) in 2018 amounted to Baht 128 million, which was a decrease by Baht 191 million from 2017 with the gross profit amounted to Baht 319 million. The details of such would be described hereafter.

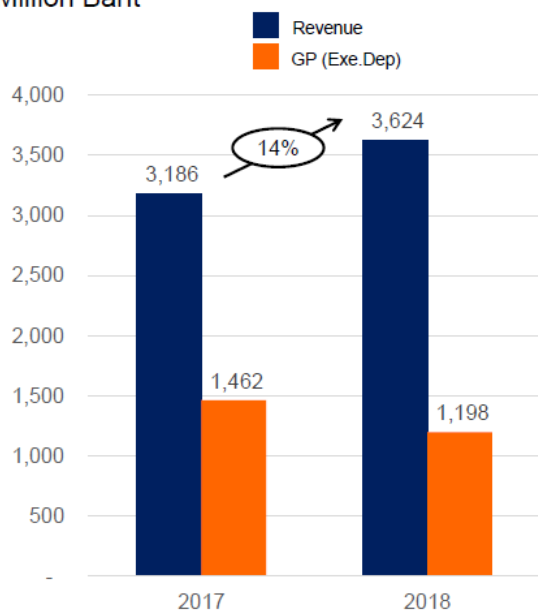
## 2018 Performance is driven by 3 projects



The total revenue of the Company for the year 2018 amounted to Baht 3,624 Million, which was an increase from Baht 3,186 Million in the year 2017 by Baht 438 million or a representing 14 percent increase. The gross profit of 2018 amounted to Baht 1,198 million, which was a decrease by Baht 234 Million from 2017 where the gross profit was Baht 1,462 million.

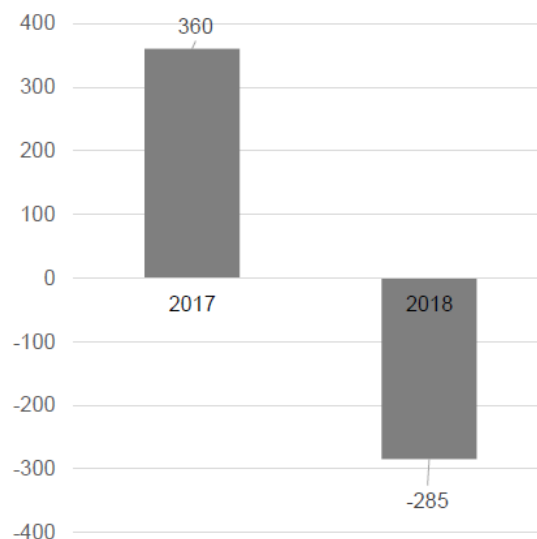
### REVENUE AND GP (EXE.DEP.)

Million Baht



### NET PROFIT

Million Baht



The Company's operating performance of 2018 had a net loss in the amount equivalent to Baht 285 million. The details are as follows:

1. The Hongsa Mine project continually worked without any incident. Therefore, project's production in 2018 amounted to 20.9 million cubic meters. The gross profit of Hongsa Project of 2018 amounted to Baht 461 million.

2. The Mae Moh Mine 8 project. According to the beginning of the year 2018, there was a landslide incident; the operation of Mae Moh Mine 8 Project had to stop for 3 months. The landslide is out of the Company's control and had an effect on conveyor system. The Company had to stop the operating system for 3 months in which the installation of conveyor system was just completed when the landslide incident happened. Subsequently, the Company could not start operating the project but start preparing the system for 3 months as a result. This incident has an effect on production and profit of the year 2018. Anticipated production was 41 million cubic meters but only 30 million cubic meters could produce. Anticipated revenue was Baht 2,250 million but only Baht 1,673 million was made. The consequence is the reduction of anticipated gross profit from Baht 1,212 million to Baht 534 million and caused net loss amounted to Baht 285 million when comparing to Baht 360 million, the net profit of the year 2017. However, if considering on a quarterly basis, an impact of landslide affected the Company in the second and third quarter. In the fourth quarter, the company installed a large-scale of conveyor system that the company expected to operate since the beginning of 2018 and the Company could fix it in the third quarter. As a result, during the fourth quarter, the company had an increase in production at the rate of approximately 70 percent, resulting in a net profit of Baht 11 million. In 2019, it was expected that the production capacity could increase to 90-100 percent or at maximum rate of production system.

Landslide incident had an effect on the anticipated production of the Company from 41.5 million cubic meters to 30.3 million cubic meters.

Following the incident, the Company obtained financial assistance from Electricity Generating Authorization of Thailand (EGAT) in the amount of Baht 49.5 million which the Company receive as a fee from an additional work which will be deemed as a remedy for additional expense caused by a landslide.

3. Mae Moh Mine 7 project has been operated for almost until the end of the project and would be completed in early 2020. The production of Mae Moh Mine 7 project in 2018 is equivalent to 15.1 million cubic meters as planned. However, Mae Moh 7 Mine project had a negative gross profit because in the third and fourth quarters, an electricity quota the Company received from EGAT had reached its limit. For more explanation, since the beginning of the project, the Company will present an amount of electricity used throughout the project. Thereafter, EGAT will deduct the amount of electricity used due to actual usage. Until the second quarter of 2018, the Company received electricity in full quota. Electricity quota reached its limit prior to the completion of the project because the Company made an inaccurate forecast at approximately 10 percent due to old machines which were used in Mae Moh Mine 2 and 3 projects. The Company had requested electricity quota for about 1,000 million units, but the actual usage of electricity was about 1,100 million units which exceeded an expected amount of electricity at 115 million units. Thus, the Company had to pay extra electricity charge for about Baht 400 million. Nonetheless, overall, the Company still makes profit.

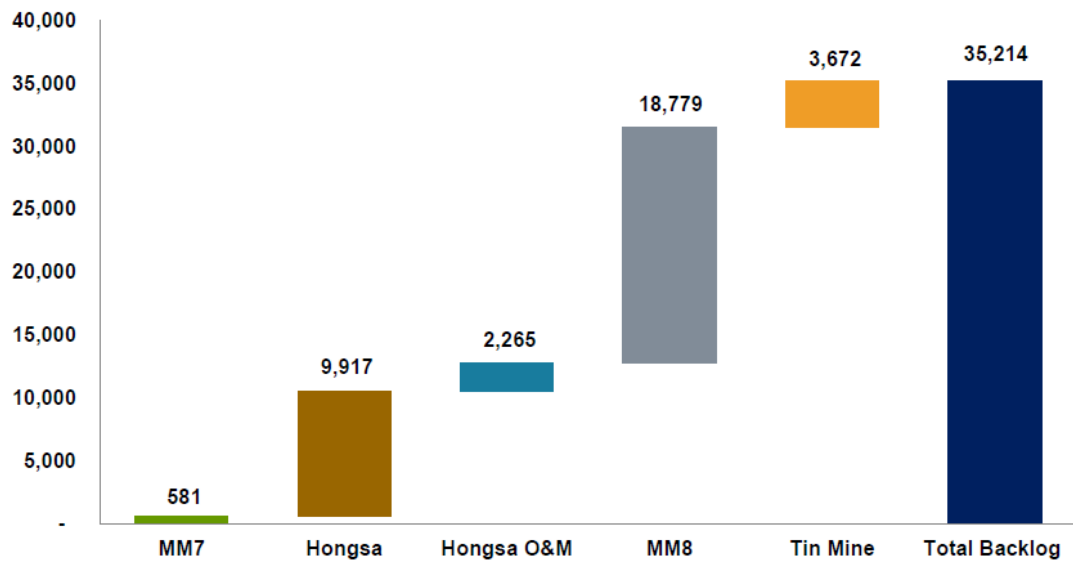
In 2019, the Company's anticipated production is 93 million cubic meters, which increases from 2018 equivalent to 66.4 million cubic meters. An additional production mostly came from Mae Moh Mine 8 project due to the completion of machine installation which was expected to operate in full capacity. In 2019, the anticipated production was about 50 million cubic meters, increased from 30.4 million cubic

meters in 2018. For Mae Moh Mine 7 project operated as planned and would complete its operation in early 2020. The anticipated production was 16.4 million cubic meters from 15.1 million cubic meters in 2018. For Hongsa Mine project, the Company's anticipated production was 23.9 million cubic meters, increasing from 20.9 million cubic meters in 2018. Because, at the end of 2018, the Company installed more machines in order to boost up the production of the Company. Overall, the Company's production was about 36 percent increase.

Company informed the meeting that in early 2019, the Company won the auction in a new project in Hongsa Mine project. It was a conveyor system management of Hongsa Power Company which expected to sign a contract in June 2019 and scheduled to start its operation in January 2020. The project valued Baht 2,265 million with 7 years operation.

For the backlog of the Company, was Baht 35,214 million, divided into Mae Moh Mine 7 project valued at Baht 581 million, Hongsa Mine project valued at Baht 9,917 million, Hongsa O&M project valued at Baht 2,265 million, Mae Moh Mine 8 project valued at Baht 18,779 million, and Tin Mine project in Myanmar which the Company had signed a contract, but still in a concession process with Myanmar government, valued at Baht 3,672 million.

**BACKLOG**  
Million Baht



The Chairman gave the opportunity to the Meeting to provide suggestions and make inquiries to this agenda item. There were shareholders who provided suggestions and made inquiries and the answers of such inquiries were made as the following summary.

**Mr. Anuruk Boonsawangan**  
A shareholder attending in person

made the inquiry that

1. Mr. Kavit informed the Meeting that electricity reserve of Mae Moh Mine 7 project, which is expected to be reserved at the amount of Baht 400 million, the Company has reserved only Baht 200 million. Is it accurate that the Company



has done more work due to an incoordination of business partner?

2. In the year 2018, the Company suffered a loss at approximately Baht 200 million from Mae Moh Mine 7 project while in the year 2019, the project will be completed its operation. Is there any chance the loss of the Company will increase or reduce from Baht 200 million? Will there be any special expenses or depreciations?

**Mr. Sasavat Sirison**  
Chief Executive Officer

clarified that

1. There is an additional work that the business partner is responsible to operate but when taking the contract into consideration, the Company had to step in to complete the work as stated in the contract. This has caused an increase of electricity expenses. However, due to the increase work, the Company earns revenue and the project gains profit overall.

2. Please be informed that no other additional expenses arise.

**Mr. Prapoth Chetmongkhonrat**  
A shareholder attending in person

made the inquiry that

Following the consideration of financial statement of the Company, the revenue does not decrease at all. Conversely, the revenue has a significant increase every year. However, due to the landslide in 2018, the operation of the Company has a shifted outcome that is from continuous profit to negative loss. I would like to know whether the Company has any future measure or support plan that may reduce the impact of this incident,

**The Chairman**

clarified that

The impact of landslide incident has caused the failure of conveyor system. With no choice, the Company has to replace the conveyor with truck. The auction price of this project was the price the Company offered with conveyor system, the price of the work is therefore reduced. Previously the Company used truck for conveyance which resulted in high price per unit. When the Company used the conveyor system, the cost per unit reduced. Consequently, the Company could bid at a low price. Once, the landslide incident occurred, if the Company did nothing, there would be effects to the Company due to the depreciation. The Company believes that if the Company solves the problem by replacing the conveyor system with trucks, the Company will at least earn revenue in cash. This is to earn profit as much as

possible. The consequence is that the Company suffered a loss because the auction price of this project was low due to the conveyor system.

If the landslide occurs again in the future, the Company will firstly explain what measures the Company will apply for support below.

Ever since started Mae Moh Mine project 30-40 years ago, the landslide incident never had happened. When the incident occurred, the Company and EGAT cooperated on finding the cause and making a plan for prevention by hiring a technician for examination. Currently, the Company is waiting for the result of examination. For short-term solution, the Company has moved a conveyor line for the part that is in hazard area. In the future, if the same incident reoccurs and affects the conveyor system, the Company admits that it is unavoidable. At the moment, the Company is considering whether to set up another conveyor system and technically, another conveyor system could be built in case of emergency,

**Mr. Krairiksh Photiapiyanvisuta**  
A shareholder attending in person

made the inquiry that

1. As Mae Moh Mine 7 project is nearly completed, the equipment and its depreciation used in the project will be fully depreciated. In case the Company sells equipment, would the selling price be higher than scrap value or the Company can use such equipment in other projects?

2. Last year, the production target of Mae Moh Mine 8 project was 41 million cubic meters but the actual production was 30 million cubic meters which was lower than the target for 10 million cubic meters. The production target of this year is 50 million cubic meters. Hence, will the Company need to expedite the project operation of Mae Moh Mine 8 to cover the missing 11 million cubic meters of the year 2018?

**Mr. Sasavat Sirison**  
Chief Executive Officer

clarified that

1. When Mae Moh Mine 7 project is completed, it is expected that the balance of depreciation will be Baht 300 million appeared in financial statement. How much would the selling price of machines from Mae Moh Mine 7 project be, would depend on the bidder as well as whether there is a project that require such machines. However, the Company requires this set of machines in the project

and considers that the Company would use the machine either for Mae Moh Mine 8 project to expedite the missing piece of work or increase works in Mae Moh Mine 7 project instead. The Company is consulting with the owner of the project and considered that this set of machines is still practical.

2. The Company is aiming to reach 11 million cubic meters, but it would not be accomplished within one year. Giving consideration to the next 6-7 years, the Company will expedite the missing piece of work by using machines used in Mae Moh Mine 8 project. The Company is considering that whether it is worth using machines of Mae Moh Mine 7 in Mae Moh Mine 8 to expedite the work.

**Mr. Viroj Taksinanukorn**  
A shareholder attending in person

made the inquiry that

1. Basically, the time span of depreciation will be set similarly to the time span of usage, would this mean that the time span of depreciation is longer than the time span of actual usage as there is remaining depreciation of machines at Baht 300 million?

2. The depreciation, after fully depreciated, there is always a scrap value. Is there any number available?

**Mr. Kavut Sirison**  
Chief Financial Officer

clarified that

1. First of all, during operation, there will be a recondition of machines which cause the increase value of machine. Secondly, the machine, for instance, the conveyor structure is made up of metal, hence, the Company has to set the depreciation for 20 years.

2. The Company is looking for a third party to appraise the scrap value.

**Mr. Viroj Taksinanukorn**  
A shareholder attending in person

made the inquiry that

When a machine reaches its full depreciation, the Company will be able to use machines in other projects which will create revenue without having depreciation. How likely it is to happen?

**The Chairman**

confirmed that

The Company can always use machine that is fully depreciated in another projects. This results in an increase of profit of the Company.

**Mr. Phongsathon Chatnavat**  
A shareholder attending in person

made the inquiry about

1. The insurance of Business Interruption which was not available last year. It was because the Company did not take it into consideration or the insurance did not cover.

**Mr. Sasavat Sirison**  
Chief Executive Officer

clarified that

2. Considering the Company's project, during this 3-5 years' time, how much work remains to be done in each year?

3. The Company has started up two companies focusing on Alternative Energy Business. Is it possible that these two companies are initiated for market surveys?

4. On page 5 of the 2018 Annual Report on the topic of cost of service, it seems as the symbol indicated on the graph is incorrect.

1. The Company has inquired insurance companies about Business Interruption Insurance. There are very few companies that serve Business Interruption Insurance. There are none in Thailand. The Company inquired foreign insurance companies but the premium is too high, thus, it is not worth having the insurance,

2. In new coming projects, the Company is considering initiating other projects in this region. The Company is a mining contractor and considering 2-3 mining sectors available in Laos and Myanmar. The Company will keep shareholders informed.

3. For those two new startups, the Company is interested in doing alternative energy business with business partner and the Company will be holding 15 percent of shares. However, wind energy is not much supported currently and makes it difficult to continue. The Company is aiming for alternative energy business but will need sometimes to develop.

4. In the Annual Report, the correct symbol of cost of service must be a plus. Thank you for informing us of that.

**Mr.Thanachart Thanasetthakorn**  
A shareholder attending in person

made the inquiry  
about

1. How many percentages of the possibility of the Company to incorporate in Tin project?

2. There is a policy of Myanmar government stated that no cash shall be brought into the territory, only if cash changes into other products. Does this policy affect the existing contract of the Company?

<b>Mr. Sasavat Sirison</b> Chief Executive Officer	clarified that	<p>1. It is now approximately 50 percent for the Company to incorporate in Tin project in Myanmar as it is still in a concession process with the government of business partner's company.</p> <p>2. As it is a service fee, it could be paid in cash. Even for Tin Mine project, if the Company operates mining, the owner of the mining may pay remuneration in cash in Thai baht currency for the Company in Thailand. This will be the same for Hong Sa Mine project.</p>
<b>Mr.Channarong Krairisirikul</b> A shareholder attending in person	made the inquiry whether	The outstanding electricity charges which are reserved monthly for Baht 10 million. Does the Company anticipate that this amount will be sufficed until the end of the year? And what is the reason the electricity is overused in the 1 <sup>st</sup> quarter of 2019, is that because of no electricity reserve?
<b>Mr. Kavut Sirison</b> Chief Financial Officer	clarified that	At the end of the year 2018, the Company set the reserve of electricity charge in the amount of Baht 200 million which is equivalent to the amount of actual usage throughout the project if the project is completed in mid-year. The electricity charge reserve of Baht 200-220 million covers the excessive electricity charge the company used. For the additional reserve in the 1 <sup>st</sup> quarter, the Company has to consider this in accounting together with the auditor.
<b>Mr. Sasavat Sirison</b> Chief Executive Officer	clarified that	The reason the electricity charge is excessive because the machines used in Mae Moh Mine 7 project has low efficiency thus electric power is overload.
<b>The Chairman</b>	clarified that	This is a lesson the Company has learned for the next auction. There will be a reserve for this expense and hope that the incident happened in Mae Moh Mine 7 project will not reoccur.

Resolution This agenda was for acknowledgement. No casting of votes in this agenda.

**Agenda 4 To consider and approve the report and the consolidated financial statement for the fiscal year ended December 31, 2018**

The Chairman invited Mr. Kavit Sirison, Chief Financial Officer, to report this agenda to the Meeting.

Mr. Kavit Sirison reported to the Meeting that in compliance with Section 112 of the Public Companies Limited Act B.E.2535 and Articles 39. of the Company's Article of Association, the Company has prepared a report and consolidated financial statements for the year ended December 31, 2018 for which the said statements shall be audited by the external auditor and approved by audit committee prior to proposing to the Shareholders' consideration and approval. A summary of the key information in comparison with the previous year is as follows:

**Consolidated Financial Statement**

Details		Fiscal year ended on 31st December		
		2016	2017	2018
Total assets	(Million Baht)	6,004.0	10,240.8	11,986.8
Total liabilities	(Million Baht)	3,753.4	7,662.6	9,820.7
Shareholders' equity	(Million Baht)	2,250.6	2,578.2	2,166.1
Revenue from Rendering of Service	(Million Baht)	2,890.7	3,153.6	3,567.0
Cost of Rendering of Service	(Million Baht) of	2,062.8	2,321.7	3,445.2
Gross Profit	(Million Baht)	827.9	831.9	121.8
Net Profit	(Baht/Share)	322.7	360.1	(284.6)
Earnings per share <sup>1</sup>	(Baht per Share)	0.39	0.32	(0.25)

Therefore, it is deemed appropriated to propose to the Annual General Meeting of Shareholders to approve the report and the consolidated financial statement of the Company for the fiscal year ended December 31, 2018 for which the said statements have been audited by the external auditor and approved by audit committee and the Board of Directors.

The Chairman gave the opportunity to the Meeting to provide suggestions and make inquiries to this agenda item. There were shareholders who provided suggestions and made inquiries and the answers of such inquiries were made as the following summary.

<b>Mr. Aniwat Leeariyakul</b> A shareholder attending in person	made the following inquiries	The rate of proportional liabilities for each shareholder is considerably high, how is the Company going to manage this? For instance, in case the Company has high liabilities, will there be enough cash flow to bid a new auction or to obtain the project with high value?
<b>Mr. Kavit Sirison</b> Chief Financial Officer	clarified that	According to a net loss of the Company in 2018 caused the high rate of proportional liabilities for shareholders. In this case, the Company has a commitment with a financial institution not more than 2, however, currently the Company's commitment with a financial institution at the rate 3.5. The financial institution

understands the Company's situation and offers a compromise deal to the Company at the end of every fiscal year. Following the impact of the above situation, the Company has to consider whether the Company should consider a new financial institution in order to support the Company's operation or to bid a new auction.. Presently, the main financial institution of the Company is Siam Commercial Bank (SCB) where it understands the Company's situation and always assists the Company, for example, landslide incident; SCB provides a loan amounted to Baht 155 million with 100 percent withdrawal with a lower interest rate than usual. Thus, it is confirmed that SCB will assist the Company. Hongsa O&M Mine project which will start its operation in 2020 will have no financial issues. Although the company had a net loss, the company cash flow is positive. Therefore the cash flow of the Company has enough to use in the project.

Afterwards, there were no further shareholders who provided suggestion and made inquiries to this agenda. The Chairman proposed to the Meeting to cast their votes on this agenda.

**Resolution of the Meeting** The Meeting approved the report and the consolidated financial statement for the fiscal year ended December 31, 2018, detailed as follows:

Approval	503,009,681	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0000
Abstention	0	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (81)	503,009,681	votes,	Equivalent	100.0000

**Resolution** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes, excluding abstentions from the calculation base.

**Agenda 5 To consider and approve the omission of the allocation of profit as a legal reserve from the Company's operating performance for the fiscal year ended December 31, 2018 and the omission of dividend payment from the Company's operating performance for the fiscal year ended December 31, 2018**

The Chairman invited Mr. Kavit Sirison, Chief Financial Officer, to report this agenda to the Meeting.

Mr. Kavit Sirison reported to the Meeting that in compliance with Section 116 of the Public Companies Limited B.E.2535 and Article 45. of Company's Articles of Association, the Company is required to



allocate not less than 5 percent of the annual net profits as legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than 10 percent of the registered capital.

The Chairman gave the opportunity to the Meeting to provide suggestions and make inquiries to this agenda item. There were shareholders who provided suggestions and made inquiries and the answers of such inquiries were made as the following summary.

<b>Mr. Viroj Taksinanukorn</b> A shareholder attending in person	made the inquiry whether	In case that, the company has a net loss, the Company still be able to pay a dividend to shareholders if the balance sheet still has retained earnings. At the same time, business in the past year had an incident causing the company to suffer loss while the Company itself is still strong and will be growing well in the future.. Therefore, I would like to propose to the Board to allocate some of the money as dividends. This is to pay attention to minor shareholders.
<b>The Chariman</b>	answered that	The Board considered that due to the net loss of the Company this year, the Board has an opinion to omit the dividend payment.
<b>Mr. Krairiksh Photiapiyanvisuta</b> A shareholder attending in person	suggested that	This year, the Company's net loss was because of the incident occurred in the Company's project. It is understandable that the Company will omit the dividend payment. I agree with the Board's opinion. However, I suggest that in the future if the Company cannot pay dividends to shareholders, the Company can issue the warrant instead of paying dividends; the issuance of warrant does not cost much. Thus, I would like to propose to the Company to consider my suggestion.
<b>The Chariman</b>	clarified that	Thank you for your suggestion. The Board will consider accordingly.

Afterwards, there were no further shareholders who provided suggestions and made inquiries to this agenda. The Chairman proposed to the Meeting to cast their votes on this agenda.

**Resolution of the Meeting** The Meeting approved the omission of the allocation of profit as a legal reserve from the Company's operating performance for the fiscal year ended December 31, 2018 and the omission of dividend payment from the Company's operating performance for the fiscal year ended December 31, 2018, detailed as follows:

Approval	502,279,681	votes,	Equivalent	99.9423
Disapproval	290,000	votes,	Equivalent	0.0577
Abstention	440,000	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (81)	503,009,681	votes,	Equivalent	100.0000

Resolution This agenda required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 6 To consider and approve the appointment of directors to replace those who retired by rotation**

The Chairman informed the Meeting that in compliance with Section 71 of the Public Companies Limited Act B.E.2535 and Article 17. of Company's Article of Association, at least one-third (1/3) of the total members of the directors must retire by rotation and if it should be impossible for the number of directors to be divided into three, the number nearest to one-third must retire and the retired directors will be eligible for re-election. The directors who shall retire in the first and second year after the registration of the Company shall be selected by drawing. In the subsequent years, the directors who have held office longest shall retire. At the 2019 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation as follows:

- 1) Mr. Noppun Muangkote
- 2) Mr. Sasavat Sirison
- 3) Mr. Charlee Ruksuthee
- 4) Mr. Pichate Mahantasukol

In this regard, the Board, which is exclusive of the Directors who have a conflict of interest in this matter, has reviewed the qualifications of the directors who will retire by rotation at the 2019 Annual General Meeting of Shareholders and viewed that these 4 directors had full qualification, did not possess any prohibited characteristics under laws and well and careful performed their duties. Therefore, it is deemed appropriate to propose that the Annual General Meeting of Shareholders to consider and approve re-election of the said directors who will retire by rotation to be the Company's directors for another term, the details of which are as shown in Enclosure 4.

In compliance with Good Corporate Governance, the Company has granted the shareholder(s) whose collective holding shares are not less 5 percent of issued shares of the Company to nominate the candidate for being a director in the 2019 Annual General Meeting of Shareholders between January 14 – 22 February, 2019. However, no shareholder nominated the candidate for being a director.

The Chairman invited the 4 directors who are due to retire by rotation to temporarily exit the meeting room for consideration of this agenda and gave the opportunity to the Meeting to provide suggestions and make inquiries to this agenda item but there were no shareholders who provided suggestions and made inquiries to this agenda. Afterwards, the Chairman proposed to the Meeting to cast their votes on this agenda by elected individually.

**Resolution of the Meeting** The Meeting approved the election of 1) Mr. Noppun Muangkote, 2) Mr. Sasavat Sirison, 3) Mr. Charlee Ruksuthee, and 4) Mr. Pichate Mahantasukol who will retire by rotation as the Company's directors for another term of office, by elected individually, detailed as follows:

1. Approved the election Mr. Noppun Muangkote as a director

Approval	486,868,681	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0043
Abstention	16,141,000	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (81)	503,009,681	votes,	Equivalent	100.0000

2. Approved the election Mr. Sasavat Sirison as a director

Approval	500,272,531	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0000
Abstention	2,737,150	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (81)	503,009,681	votes,	Equivalent	100.0000

3. Approved the election Mr. Charlee Ruksuthee as a director

Approval	502,494,681	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0000
Abstention	515,000	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (81)	503,009,681	votes,	Equivalent	100.0000

4. Approved the election Mr. Pichate Mahantasukol as a director

Approval	502,569,681	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0000
Abstention	440,000	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (81)	503,009,681	votes,	Equivalent	100.0000

**Resolution** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 7 To consider and approve the remuneration of the Board of Directors for 2019**

The Chairman informed the Meeting that in compliance with Section 90 of the Public Companies Limited Act B.E. 2535 and Article 22. of Company's Articles of Association, the Company's directors are eligible to receive remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or in other forms of benefits as determined by the shareholders' meeting. In addition, such distribution of remuneration shall be specified in a fixed amount, or in principle, or prescribe the remuneration criteria applicable from time to time or applicable until the shareholders' meeting resolves to change. Moreover, the directors shall be entitled to receive any other welfare according to the Company's rules considering the propriety of the remuneration of the directors by taking into account the duties and responsibilities of the Board of Directors and comparison with the same industry and with the similar sizes. It is deemed

appropriate to propose the 2019 Annual General Meeting to approve remuneration of the Board of Directors for 2019 of not exceeding Baht 5,000,000 as details below:

	<b>Year 2019 (Proposed year)</b>	<b>Year 2018</b>
<b>Monthly Remuneration</b>		
- Chairman of the Board	40,000 Baht / Month	40,000 Baht / Month
- Chairman of the Audit Committee	25,000 Baht / Month	25,000 Baht / Month
- Non- executive Director	15,000 Baht / Month	15,000 Baht / Month
- Executive Director	-	-
<b>Meeting allowance</b>		
- Non- executive Director	15,000 Baht / a meeting attended	15,000 Baht / a meeting attended
- Member of the Audit Committee	10,000 Baht / a meeting attended	10,000 Baht / a meeting attended
- Executive Director	8,000 Baht / a meeting attended	8,000 Baht / a meeting attended
<b>Total remuneration</b>	Not exceeding Baht 5,000,000	Not exceeding Baht 5,000,000 (Actual remuneration Baht 2,427,000)

The Chairman gave the opportunity to the Meeting to provide suggestions and make inquiries to this agenda item but there were no shareholders who provided suggestions and made inquiries to this agenda. Afterwards, the Chairman proposed to the Meeting to cast their votes on this agenda.

**Resolution of the Meeting** The Meeting approved the remunerations of the Board of Directors for 2019, detailed as follows:

Approval	400,484,356	votes,	Equivalent	79.6176
Disapproval	0	votes,	Equivalent	0.0000
Abstention	102,525,325	votes,	Equivalent	20.3824
Voided	0	votes,	Equivalent	0.0000
Total (81)	503,009,681	votes,	Equivalent	100.0000

**Resolution** This agenda required not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting, including abstentions from the calculation base.

**Agenda 8 To consider and approve the appointment of the auditor and fix the audit fee for 2019**

The Chairman invited Mr. Kavit Sirison, Chief Financial Officer, to report this agenda to the Meeting.

Mr. Kavit Sirison clarified to the Meeting that in compliance with Section 120 of the Public Companies Limited Act B.E. 2535, the Annual General Meeting of Shareholders must appoint the

external auditors and determine the audit fee of the Company every fiscal year. The Audit Committee deems appropriate to propose the Board of Directors to consider and appoint Mr. Somkid Taitragul Certified Public Accountant No. 2785 and/or Mr. Teerasak Chuasrisakul Certified Public Accountant No. 6624 and/or Ms. Kanyanat Sriratchatchaval Certified Public Accountant No. 6549 and/or Ms. Sansanee Poolsawat Certified Public Accountant No. 6977 and/or Mr. Narin Churamongkol Certified Public Accountant No. 8593 from Grant Thornton Co., Ltd. as the 2018 external auditors of Company, the details of which are as shown in Enclosure 5.

Furthermore, the Audit Committee has considered the audit fee of the Company and its joint ventures and subsidiaries, namely the joint venture ITD-SQ and the joint venture SQ-ITD, for the fiscal year ended on December 31, 2019 and viewed that the proposed audit fee is suitable to the scope of services. It is deemed appropriate to propose the 2019 Annual General Meeting of Shareholders to consider and approve the audit fee for the fiscal year ended on December 31, 2019 in the amount of Baht 3,385,000, the details of which are as below:

Audit Fee	Year 2018 (Proposed year)	Year 2017
Audit Fee of the Company	2,910,000	2,700,000
Audit Fee of the Joint Ventures	430,000	455,000
Total	3,340,000	3,155,000

It is deemed appropriate to propose the Meeting to appoint auditors from Grant Thornton Co., Ltd for the fiscal year ended on December 31, 2019 and fix the audit fee in the amount of not exceeding Baht 3,385,000 as well as acknowledge that the auditors from Grant Thornton Co., Ltd shall be the auditor of the Joint Ventures for the fiscal year ended December 31, 2019. The primary audit fee of the Joint Ventures is Baht 365,000.

The Chairman gave the opportunity to the Meeting to provide suggestions and make inquiries to this agenda item but there were no shareholders who provided suggestions and made inquiries to this agenda. Afterwards, the Vice Chairman proposed to the Meeting to cast their votes on this agenda.

**Resolution of the Meeting** The Meeting approved the appointment of the auditor and fix the audit fee for 2019, detailed as follows:

Approval	503,009,681	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0026
Abstention	0	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (81)	503,009,681	votes,	Equivalent	100.0000

**Resolution** This agenda required a majority vote of shareholders who attended the Meeting and cast their votes, **excluding** abstentions from the calculation base.

**Agenda 9 To consider other matters (If any)**

There were shareholders who further provided suggestions and made inquiries and the answers of such inquiries were made as the following summary.

<b>Mr. Aatiht Sutti</b> A shareholder attending in person	made the following inquiries	<ol style="list-style-type: none"><li>1. Please explain the timeline of Mae Moh Mine 10 project.</li><li>2. Whether the Company has potential to find customers from other countries such as Indonesia, China to compensate any risk of income from Mae Moh Mine project.</li></ol>
<b>Mr. Sasavat Sirison</b> Chief Executive Officer	clarified that	<ol style="list-style-type: none"><li>1. The Company has a schedule to submit a bid deal in 2026 and will start the operation in 2028.</li><li>2. The Company is willing to search for other markets and not to only depend on Mae Moh Mine project. The Company's policy is to search for a new project at least 1 project per year in Laos and Cambodia but have not considered a project in Indonesia.</li></ol>
<b>Mr. Anuruk Boonsawang</b> A shareholder attending in person	made the following inquiries that	<ol style="list-style-type: none"><li>1. If the Hong Sa Mine Phrase G project opens for bidding, does the Company has a policy to bid a project? In case the Company qualified bidding, the Company has to increase its registered capital. I would like to propose to the Company to increase its registered capital as much as necessary.</li><li>2. Nowadays, gas fee is high and politicians promote their policies to increase minimum wages to Baht 400-500 which will likely affect the Company. Does this additional cost appear in a contract that allows the Company to adjust the rate? For instance, the K rate. Or the Company has to undertake such cost itself?</li></ol>
<b>Mr. Sasavat Sirison</b> Chief Executive Officer	clarified that	<ol style="list-style-type: none"><li>1. For the Hong Sa Mine Phrase G project, the Company will bid an auction. If it is necessary to increase registered capital, the Company will increase the registered capital at the minimum amount or may not increase the registered capital at all.</li><li>2. The gas fee has the cost of equity (K) when signing a contract, thus, there is no risk. For the minimum wages, there is some risk, but the Company already paid wages above the minimum rate. Hence,</li></ol>

the increase of minimum wages does not significant affect the Company.

There were no further shareholders who provided suggestions and made inquiries for consideration of the Meeting. The Chairman expressed his appreciation to all meeting attendees and proposed that the Meeting be adjourned at 16.00 hours.

Signed.....-Signature-.....

M.R. Pridiyathorn Devakula  
Chairman of the Board of Directors

Signed.....-Signature-.....

(Mr. Surapol Ounsuwan)  
Company Secretary  
Minutes of the Meeting Recorder





## Preliminary Information of the retired Directors being proposed for Re-election

1. Mr. Vitavat Sirison	
Type of Appointment	Director/Executive Director/ Chairman of the Risk Management Committee
No. of years in position	5 years 1 month
Current Position	Director/Executive Director/Chairman of the Risk Management Committee
Nationality	Thai
Age	55
Address	47/15 Soi Mongkonnivet, Ladyao Sub-district, Chatuchak District, Bangkok
Highest Education	Bachelor of Engineer Chulalongkorn University
Expertise	Engineering, Business Administration
No. of share(s) held in the Company included holding by spouse and minor children	6,101,025 Shares (0.54% of Shareholding)
Director Training	<b>Thai Institute of Directors Association (IOD)</b> - Director Accreditation Program (DAP) 94/2012
Position in other listed companies	- None -
Positions in other non-listed companies	5
<b>Working Experiences</b>	
2015 – Present	Chief Operating Officer, Sahakol Equipment Public Company Limited
2003 – Present	Vice Chairman, SVPK Company Limited
Present	Director, Sahakol Power Company Limited
Present	Director, Two and Four Property Company Limited
Present	Director, Wanngam Company Limited
Present	Director, Ban Rung Arroon Company Limited
<b>Other position in other company doing business of a similar nature competing with the Company</b>	- None -
<b>Legal dispute in criminal cases (other than criminal case with petty offences)</b>	- None -
<b>Restrict Qualification by the Public Limited Companies Act B.E. 2535</b>	- None -
<b>Attendance of Meeting in 2019</b>	
Board of Directors Meetings	9/9
Risk Management Committee Meetings	4/4



## Preliminary Information of the retired Directors being proposed for Re-election

2. Mr.Kavit Sirison	
Type of Appointment	Director/Executive Director/ Member of the Risk Management Committee
No. of years in position	5 years 1 month
Current Position	Director/Executive Director/Member of the Risk Management Committee
Nationality	Thai
Age	49
Address	39/665 Moo 3, Bang Talat Sub-district, Pak Kret District, Nonthaburi
Highest Education	- Bachelor of Business Administration (Banking & Finance) Chulalongkorn University - Master of Business Administration, San Diego State University
Expertise	Business Administration
No. of share(s) held in the Company included holding by spouse and minor children	9,461,150 Shares (0.83% of Shareholding)
Director Training	<b>Thai Institute of Directors Association (IOD)</b> - Director Accreditation Program (DAP) 114/2015
Position in other listed companies	- None -
Positions in other non-listed companies	2
Working Experiences	2015 – Present Chief Financial Officer, Sahakol Equipment Public Company Limited 2003 – Present Director, SVPK Company Limited Present Director, Sahakol Power Company Limited
Other position in other company doing business of a similar nature competing with the Company	- None -
Legal dispute in criminal cases (other than criminal case with petty offences)	- None -
Restrict Qualification by the Public Limited Companies Act B.E. 2535	- None -
Attendance of Meeting in 2019	
Board of Directors Meetings	9/9
Risk Management Committee Meetings	4/4



### Preliminary Information of the retired Directors being proposed for Re-election

3. Mr. Prapas Vichakun	
Type of Appointment	Independent Director
No. of years in position	2 years 1 month
Current Position	Independent Director
Nationality	Thai
Age	64
Address	51/218 Moo 7, Lak Hok Sub-district, Mueang District, Pathum Thani
Highest Education	- Bachelor of Science Program in Geology Chulalongkorn University - Master of Science Program in Geology New Mexico Institute of Mining and Technology, U.S.A.
Expertise	Engineering, Business Administration
No. of share(s) held in the Company included holding by spouse and minor children	- None -
Director Training	<b>Thai Institute of Directors Association (IOD)</b> - Director Certification Program (DCP) 186/2014
Position in other listed companies	- None -
Positions in other non-listed companies	- None -
Working Experiences	2018 – Present Independent Director, Sahakol Equipment Public Company Limited  2014 Deputy Governor-Fuel Electricity Generating Authority of Thailand
Other position in other company doing business of a similar nature competing with the Company	- None -
Legal dispute in criminal cases (other than criminal case with petty offences)	- None -
Restrict Qualification by the Public Limited Companies Act. B.E. 2535	- None -
Attendance of Meeting in 2019	9/9
Board of Directors Meetings	

## Preliminary Information of the retired Directors being proposed for Re-election



4. Mr.Sirichai Towiriyawate	
Type of Appointment	Independent Director/Chairman of Audit Committee
No. of years in position	5 years 1 month
Current Position	Independent Director/Chairman of Audit Committee
Nationality	Thai
Age	56
Address	20/217 Moo 9, Bangtan Sub-District, Parkkerd District, Nontaburi
Highest Education	- Bachelor degree of Engineering, Chulalongkorn University - Master degree of Business Administration University of Florida,USA
Expertise	Auditing, Internal Auditing
No. of share(s) held in the Company included holding by spouse and minor children	150,000 Shares (0.01% of Shareholding)
Director Training	<b>Thai Institute of Directors Association (IOD)</b> - Director Certification Program (DCP) 244/2017 - Risk Management Program for Corporate Leader (RCL) 1/2015 - Director Accreditation Program (DAP) 79/2009
Position in other listed companies	1
Positions in other non-listed companies	2
<b>Working Experiences</b>	
2016 - Present	Audit Committee, Firetrade Engineering Public Company Limited
2015 - Present	Vice President Investment and Risk Management, Principal Capital Public Company Limited
2014 – Present	Director, Convergence Systems Company Limited
2014 – 2015	Managing , M.D. Nakornsawan Company Limited
2014 – 2015	Managing Director, Alliance Medical Asia Company Limited
2013 – 2014	Vice President, Investment Department, Bumrungrad Hospital Public Company Limited
<b>Other position in other company doing business of a similar nature competing with the Company</b>	- None -
<b>Legal dispute in criminal cases (other than criminal case with petty offences)</b>	- None -
<b>Restrict Qualification by the Public Limited Companies Act. B.E. 2535</b>	- None -
<b>Attendance of Meeting in 2019</b>	
Board of Directors Meetings	7/9
The Audit Committee Meeting	4/4



### Auditor Profile

**Grant Thornton Limited, Thailand**

**Name** : Mr. Somckid Tiatragul

**Title** : Audit Partner

**Thai CPA** : Registration no. 2785  
Authorized auditor for listed companies in SET

**Education** : • Bachelor of Accounting, Chulalongkorn University  
• Master of Business Administration, Kasetsart University

**Auditing experiences** : 49 years

**Sector of Experiences**

2002 – Present : Partner, Grant Thornton Limited

1999 – Present : Chairman of Accounting Committee of a Thai Bank  
and Holding Company of a Financial Group (Public Company)

1971 – 2000 : SGV-Na Thalang Co., Ltd. (Arthur Andersen Thailand)  
(Partner: 1987 – 2000)

1999 – 2002 : Chairman of the Audit Committee of a property company listed in SET

1994 – 2001 : Member of certain sub-committee working groups under the  
Institute of Certified Accountant and Auditor of Thailand

**No. of securities held  
as of appointing date** : None

**Contact information** : Tel: 02-2058222  
Email: [somckid.tiatragul@th.gt.com](mailto:somckid.tiatragul@th.gt.com)



**Auditor Profile**

**Grant Thornton Limited, Thailand**

**Name** : Ms. Kanyanat Sriratchatchaval

**Title** : Audit Partner

**Thai CPA** : Registration no. 6549  
Authorized auditor for listed companies in SET

**Education** : • Bachelor of Accounting, Thammasat University  
• Master of Business Administration,  
Thammasat University

**Auditing experiences** : 21 years

**Sector of Experiences**

1998 – Present : Grant Thornton Limited (Partner: 2014 – Present)

2014 – Present : Member of sub-committee working groups under  
Federation of Accounting Professions  
under the Royal Patronage of His Majesty the King

**No. of securities held  
as of appointing date** : None

**Contact information** : Tel: 02-2058222  
Email: [kanyanat.sriratchatchaval@th.gt.com](mailto:kanyanat.sriratchatchaval@th.gt.com)





**Auditor Profile**

**Grant Thornton Limited, Thailand**

**Name** : Mr. Narin Churamongkol

**Title** : Director

**Thai CPA** : Registration no. 8593  
Authorized auditor for listed companies in SET

**Education** : • Bachelor of Accounting, Thammasat University

**Auditing experiences** : 18 years

**Sector of Experiences**

2001 – Present : Director, Audit Department at Grant Thornton Limited

2017 - Present : Member of working group for drafting Thai Financial Reporting Standards for Non-Publicly Accountable Entities (NPAEs) under Federation of Accounting Professions under the Royal Patronage of His Majesty the King

2015 – 2017 : Member of working group for drafting Thai Financial Reporting Standards for Small and Medium-sized Entities (SME) under Federation of Accounting Professions under the Royal Patronage of His Majesty the King

**No. of securities held as of appointing date** : None

**Contact information** : Tel: 02-2058222  
Email: [narin.churamongkol@th.gt.com](mailto:narin.churamongkol@th.gt.com)



## **Guidelines for Appointment of Proxy, Registration, Documents for Registration and Vote Casting and Counting**

### **Appointment of Proxy**

In the event that any shareholder is unable to attend the meeting in person, the shareholder can appoint any person or an independent director of the Company as his/her proxy to attend the meeting and cast the votes on his/her behalf. The Company has prepared proxy forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of proxy form to be used for shareholders' meeting, as follows:

Form A. is a general form that is simple and uncomplicated;

Form B. is an explicit form that sets out specific details of authorization;

Form C. is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

In this regard, the Company has enclosed Proxy Form A. and Form B. with this Invitation. Shareholders can download Proxy Form A., Form B., and Form C. from the Company's website at <http://www.sahakol.com/th/shareholder-info/>

The appointment of proxy can be done as follows:

1. Shareholders (other than shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository) may choose to use either Proxy Form A. or Form B. In any case, only one type of the proxy forms can be chosen. The Company recommends that shareholders use Proxy Form B. and instruct the vote casting for each agenda item;
2. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository can only choose Form C;
3. A shareholder can appoint any person to be his/her proxy as he/she wishes or appoint an independent director of the Company whose details are shown in **Enclosure 9** to be his/her proxy. If the shareholders choose to appoint an independent director of the Company to be his/her proxy, the Company recommends the shareholder to use Proxy Form B, indicate his/her vote on each agenda item, and deliver the such proxy form together with supporting documents to Sahakol Equipment Public Company Limited, Investor Relations, 47/10 Soi Amorphan 4, Vibhavadirangsit Road, Lad Yao Sub-district, Chatuchak District, Bangkok, 10900, Telephone No.02-9410888, Ext 70. For convenience purposes of reviewing documents, please have the documents delivered to the Company no later than June 18, 2020
4. A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately;

5. A proxy form must be correctly and completely filled in, signed by a grantor and a proxy(ies), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy. For convenience, the Company will provide stamp duty for those who attend the meeting by proxy;
6. A proxy must present a registration form, a proxy form and other documents for registration to attend the meeting.

### **Registration**

The Company will open for the shareholders and/or proxies to register and verify the documents from 12.30 a.m on. Thursday, June 25, 2020 at 14.00 hrs. at Meeting Room of Sahakol Equipment Public Company Limited, 3rd floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, as detailed in the Map of the Meeting Venue in **Enclosure 12**.

The Company reserves the rights to refuse the shareholders' and/or proxies' request to withdraw the registration after the meeting begins, and to register after the meeting is adjourned.

### **Documents for Registration**

#### **1. Individual**

##### **1.1 Self-attending**

A valid photo identification document issued by a government official, e.g., identification card, government identification card, driving license, or a passport. In case of name or surname change, documentary evidence to such effect must also be presented.

##### **1.2 Proxy**

- (a) A Proxy Form A. or Form B., that has been correctly and completely filled in, signed by the grantor and the proxy(ies), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy;
- (b) A copy of an identification document of the grantor issued by a government official as referred in Clause 1.1, which has been certified as true and correct by the grantor;
- (c) An identification document of the proxy issued by a government official as referred in Clause 1.1.

**2. Juristic Person**

2.1 Self-attending by an authorized representative(s)

- (a) An identification document of the authorized representative(s) issued by a government official as referred in Clause 1.1;
- (b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified as true and correct copy by the authorized representative(s).

2.2 Proxy

- (a) A Proxy Form A. or Form B., that has been correctly and completely filled in, signed by the grantor and the proxy(ies), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy;
- (b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s);
- (c) A copy of an identification document of the authorized representative(s) of the shareholder, who signs the proxy form, issued by a government official as referred in Clause 1.1, which has been certified as true and correct by such authorized representative(s);
- (d) An identification document of the proxy issued by a government official as referred in Clause 1.1.

**3. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository**

3.1 Documents from custodian

- (a) A Proxy Form C. that has been correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy;
- (b) A document confirming the license to engage in the custodian business;
- (c) A copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is empowered to act on behalf of the custodian, and which

has been certified as true and correct copy by the custodian's authorized representative(s);

- (d) A copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a government official as referred in Clause 1.1, which has been certified as true and correct by such custodian's authorized representative(s);
- (e) An identification document of the proxy issued by a government official as referred in Clause 1.1.

### 3.2 Documents from shareholder

- (a) A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
- (b) In the case of an individual shareholder
  - A copy of an identification document of the shareholder issued by a government official as referred in Clause 1.1, which has been certified as true and correct by the custodian's authorized representative(s).
- (c) In the case of a juristic person
  - A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause 3.2(a) is empowered to act on behalf of the juristic person, and which has been certified as true and correct by the custodian's authorized representative(s);
  - A copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the government official as referred in Clause 1.1, which has been certified as true and correct by the custodian's authorized representative(s).

Should any document presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).

The Company reserves the right to make an exception for any of the documents or evidence above as the Company deems it appropriate.

### Vote Casting and Counting

1. One share shall have one vote.

2. A shareholder attending the meeting in person and a proxy holding Proxy Form A. and Form B. must cast his/her votes in one of the following manners, i.e. approve, disapprove or abstain, and may not split his/her votes in each agenda item.
3. A proxy who is appointed by the custodian under Proxy Form C. may split his/her votes in each agenda item.
4. The Company will provide the voting cards to (a) the shareholders attending the meeting in person, (b) the proxies appointed under Proxy Form A. and (c) the proxies appointed under Proxy Form B. and Form C. in the event that the grantor has specified in the proxy form that the proxy shall have the right to consider and vote on his/her behalf as the proxy deems appropriate.
5. In the event that the grantor has specified the voting instruction in the proxy form, the Company will record such votes, together with the registration to attend the meeting of the proxy. In this regard, the Company will not distribute the voting cards to the proxy.
6. In casting the votes for each agenda item (except for Agenda Item 6: To consider and approve the appointment of directors to replace the directors who retired by rotation), the Company will collect only the voting cards from the shareholders or proxies who disapprove or abstain from voting. Such shareholders or proxies must write their votes for disapproval or abstention in the voting cards, and hand in such voting cards to the Company's officer at the time of casting the vote for each agenda item. In counting the votes, the Company will deduct the votes of the shareholders or proxies who disapprove or abstain from voting, and the invalid voting cards from all of the votes. Any shareholders or proxies who do not hand in the voting cards to the Company's officers shall be deemed as having approved such agenda item. In this regard, the shareholders or proxies who vote to approve are requested to write their votes for approval in the voting card and hand in such voting cards to the Company's officers after the meeting is adjourned. In the case where the vote is not clearly written or is amended without a signature on the voting card, such voting card is deemed to be invalid.
7. As for Agenda Item 6: To consider and approve the appointment of directors to replace the directors who retired by rotation, the Company will arrange the vote casting for the election of each nominated director individually. In compliance with the Practice Guidelines for the Shareholders' Meeting of the Office of the Securities and Exchange Commission, the Company will collect the voting cards from all shareholders and proxies, whether approve, disapprove, or abstain from voting. However, to expedite the vote counting process, the Company will collect the voting cards of the shareholders or proxies who disapprove or abstain from voting first. Thereafter, the Company will collect the voting cards of the shareholders or proxies who vote to approve.
8. Before casting the votes in each agenda item, the chairman of the meeting or the person designated by the chairman of the meeting will give the shareholders and the proxies an opportunity to inquire or comment on the issues related to such agenda item as appropriate. In this regard, the shareholders or the proxies are requested to provide their names and surnames to the meeting before making any inquiry or comment.
9. Resolutions of the meeting require the following votes:

- 9.1 In ordinary cases, a resolution of the meeting required a majority vote of shareholders who attended the meeting and cast their votes;
  - 9.2 In other cases as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each agenda item in the Invitation;
  - 9.3 In the case of a tied, the chairman of the meeting shall have an additional vote as the deciding vote;
  - 9.4 A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
10. The vote counting will be conducted immediately and the chairman of the meeting or the person designated by the chairman of the meeting will announce the voting results to the meeting after the completion of the vote counting for each agenda item.

In order to promote the Company's good corporate governance, the Company will use the barcode system for registration and vote counting. In addition, the Company will engage a legal advisor and/or a representative(s) from the minority shareholders to witness the vote counting.

## Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus Disease 2019 (COVID-19) Outbreak

Sahakol Equipment Public Company Limited (“the Company”) has set out the Precautionary Measures and Guidelines for Holding the 2020 Annual General Meeting of Shareholders under the Circumstance of Coronavirus Disease 2019 (COVID-19) Outbreak as follows:

1. Due to the Company’s good corporate governance awareness, in terms of rights and equitable treatment of shareholders, the Company would disclose the 2020 Annual General Meeting of Shareholders, together with related documents on the Company’s website [www.sahakol.com](http://www.sahakol.com) on Investors Relation section and send the Invitation Letter and Proxy form B. in advanced as scheduled.

2. **Shareholders are required to grant Proxy to the Company’s Independent Directors to attend the Meeting instead of participating in persons.**

2.1 Shareholders can grant a proxy to the Company’s Independent Directors to attend and vote at the Meeting by using proxy form or downloading via the Company’s website (Pre-casting the vote for each agenda is recommended) and sending back the proxy form and related documents or evidence to the Company through **business reply envelope**.

2.2 **Channels for submitting written questions in advance.** Shareholders are welcomed to submit written questions relating to the Agendas in advance and the Company shall record questions and answers in the Minutes of the Meeting. The channels as follows:

- Postal: **sending back together with the proxy form** by using business reply envelope, sent along with the Invitation Letter.
- E-mail: [ircontact@sahakol.com](mailto:ircontact@sahakol.com)
- Facsimile: 0-2941-0881

3. The Company will procure the meeting room to be cleaned with disinfection and ozone sterilized a day in advance.

4. The Company will organize the meeting venue to avoid crowded meeting area with appropriate social distancing of 1-2 meters in various areas, such as temperature-screening points, document-checking points and registration counters, as well as limiting number of shareholders in elevator each round. The number of available seats in the meeting room will be limited for approximately 40 seats for the shareholders and/or the proxies (“Attendees”). **After the procedure of the registration, each attendee will be assigned a seating number and required to sit as specified for the sake of the disease prevention or following up in case of any unforeseen circumstances.**

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

5.1 All Attendees are required to fill in the Coronavirus Disease (COVID-19) Screening Form before enter to the meeting venue. For those Attendees who have recently visited or returned from any disease infected zones as specified in the Notification of the Ministry of Public Health, including those who have had close contact with

those who have visited or returned from any disease infected zones, or being found of having risky symptoms such as fever, cough, sore throat, sneezing, runny nose, or do not follow the recommendations from the medical officer, will not be allowed to attend the meeting. For those who cannot attend the meeting due to the reasons explained above are able to appoint the Company's Independent Directors as their proxies to attend and vote at the meeting. The Attendees are also strongly advised not to conceal their health information or traveling record to the Company.

5.2 All Attendees must at the health screening point before enter to the meeting. Attendees who have body temperature of 37.5 degrees Celsius or higher will not be allowed to attend the meeting. **Attendees who passed the health screening point are requested to put on a registration sticker, prepare and wear your facemask at all time and clean your hands by using the alcohol- based hand sanitizer gel, provided by the Company around the meeting areas.**

5.3 The Company reserves the rights to not allow any Attendees, who do not pass the health screening or do not completed the COVID-19 Screening Form to enter the meeting.

5.4 To minimize risk of the COVID-19 spreading, the Company will not prepare microphone for asking questions at the meeting. Attendees, who would like to ask questions, will be asked to submit their written questions to the Company's staff who will subsequently pass such questions to the Company's Chairman of the Board of Directors.

6. **The Company will not serve food and beverages at the meeting** in order to minimize risk of the COVID-19 spreading.

7. If there are any changes in the situation or additional AGM-related measures from the Government Official, the Company will inform the shareholders via the Company's website ([www.sahakol.com](http://www.sahakol.com)).

In this regard, the implementation of the above measures and guidelines may cause delay in the screening and registration. The Company hereby would like to apologize for any inconvenience that may occurs.

Yours Sincerely,

Sahakol Equipment Public Company Limited



## แบบคัดกรองโรคติดเชื้อไวรัสโคโรนา 19 (COVID-19)

ก่อนเข้าร่วมประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันพฤหัสบดีที่ 25 มิถุนายน 2563  
ณ ห้องประชุมใหญ่ ชั้น 3 บริษัท สหกลอิควิปเมนต์ จำกัด (มหาชน) สำนักงานใหญ่

## Coronavirus Disease 2019 (COVID-19) Screening Form

Before attending to the 2020 Annual General Meeting of Shareholders on Thursday, June 25, 2020

At Meeting Room of Sahakol Equipment Public Company Limited, Head Office, 3<sup>rd</sup> Floor

บริษัทขอความร่วมมือท่านให้ข้อมูลที่ถูกต้องเป็นความจริง เพื่อประโยชน์ในการป้องกันการแพร่ระบาดของโรคติดเชื้อไวรัสโคโรนา 19 (COVID-19)

We need your help in providing the most accurate and truthful medical statement for effective prevention of the spreading of the  
Coronavirus Disease 2019 (COVID-19)

ชื่อ – สกุล (Name-Surname) \_\_\_\_\_ หมายเลขโทรศัพท์ (Mobile Phone Number) \_\_\_\_\_

1. ท่านมีไข้หรือไม่? ( $\geq 37.5$  °C) Do you have a fever? ( $\geq 37.5$  °C) ใช่ (Yes)  ไม่ใช่ (No)
2. ท่านมีอาการดังต่อไปนี้หรือไม่? Do you have any of these symptoms?
- |                                |                                    |                                      |
|--------------------------------|------------------------------------|--------------------------------------|
| ไอ Cough                       | ใช่ (Yes) <input type="checkbox"/> | ไม่ใช่ (No) <input type="checkbox"/> |
| เจ็บคอ Sore throats            | ใช่ (Yes) <input type="checkbox"/> | ไม่ใช่ (No) <input type="checkbox"/> |
| น้ำมูกไหล Runny nose           | ใช่ (Yes) <input type="checkbox"/> | ไม่ใช่ (No) <input type="checkbox"/> |
| เหนื่อยหอบ Shortness of breath | ใช่ (Yes) <input type="checkbox"/> | ไม่ใช่ (No) <input type="checkbox"/> |

3. ท่านมีประวัติการเดินทางมาจากต่างประเทศ หรือมาจากพื้นที่ที่มีการระบาดของ COVID-19 ใน 14 วันที่ผ่านมาหรือไม่?

Have you traveled / transited from any countries except Thailand or areas with COVID-19 outbreak within the past 14 days?

- ใช่ (Yes) มาจากประเทศ / พื้นที่ (I have traveled to): \_\_\_\_\_
- ไม่ใช่ (No)

4. ท่านมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยหรือผู้ที่ต้องสงสัยว่าติด COVID-19 หรือไม่?

Have you been in physical contact with patients or a person who is suspected to have COVID-19?

- ใช่ (Yes)
- ไม่ใช่ (No)

หมายเหตุ หากพบว่าท่านมีไข้ ( $\geq 37.5$  °C) หรือมีอาการอย่างใดอย่างหนึ่งตามที่บริษัทฯ ระบุไว้ข้างต้น หรือมีประวัติเดินทางมาจากต่างประเทศ หรือพื้นที่ที่มีการระบาดของ COVID-19 หรือมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยที่ต้องสงสัยการติด COVID-19 บริษัทฯ ขอให้ท่านมอบฉันทะแก่กรรมการอิสระของบริษัทฯ ด้วยการกรอกและส่งหนังสือมอบฉันทะแบบ ข. ให้แก่เจ้าหน้าที่บริษัทฯ แทนการเข้าร่วมประชุม และเดินทางกลับ พร้อมปฏิบัติตามคำแนะนำของกองควบคุมโรคกระทรวงสาธารณสุข

If you have a fever ( $\geq 37.5$  °C); or any symptoms which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas within the past 14 days; or have been in contact with suspected COVID-19 patients, SQ would like to kindly ask for your cooperation in giving proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to SQ staff. Then you may then return safely to your resident and follow the guideline of the Department of Disease Control, Ministry of Public Health, Thailand.

หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)  
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing/located at no. Soi Road Sub-District  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท สหกลคิวิปเมนท์ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Sahakol Equipment Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of followings)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
 และระบุรายละเอียดของผู้รับมอบ  
ฉันทะ  
If choosing No.1, please mark   
and provide the details of the  
proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง/ \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  และเลือกกรรมการอิสระคนใดคนหนึ่ง

If choosing No. 2, please mark  and select one of the independent directors.

2. ให้กรรมการอิสระของบริษัท คือ

The independent director of the Company as follows:

นาง กิ่งเทียน บางอ้อ Mrs. Kingthien Bang-or

ดร. มงคล เหล่าวรวงศ์ Dr. Mongkon Laoworapong

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2563)

In case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement (details of the independent director of the Company are specified in Enclosure 9 of the Invitation of the 2020 Annual General Meeting of Shareholders).

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 25 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 3 อาคารสำนักงานใหญ่ บริษัท สหกลอควิปเมนต์ จำกัด (มหาชน) เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on June 25, 2020 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 3<sup>rd</sup> floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remarks**

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.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing/located at no. Soi Road Sub-District  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท สหกลอควิปเมนต์ จำกัด (มหาชน) ("บริษัท")  
Being a shareholder of Sahakol Equipment Public Company Limited ("Company")  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of followings)

กรณีเลือกข้อ .1 กรุณาทำเครื่องหมาย  
 และระบุรายละเอียดของผู้รับมอบ  
ฉันทะ  
If choosing No.1, please mark   
and provide the details of the  
proxy (proxies).

1.ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง/ \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง/ \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  และเลือกกรรมการอิสระคนใดคนหนึ่ง  
If choosing No. 2, please mark  and select one of the independent directors.

2. ให้กรรมการอิสระของบริษัท คือ  
The independent director of the Company as follows:  
 นาง กิ่งเทียน บางอ้อ Mrs. Kingthien Bang-or  
 ดร. มงคล เหล่าวรวงศ์ Dr. Mongkon Laoworapong

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบอำนาจไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบอำนาจแทน (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2563) In case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement (details of the independent director of the Company are specified in Enclosure 9 of the Invitation of the 2020 Annual General Meeting of Shareholders).

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 25 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 3 อาคารสำนักงานใหญ่ บริษัท สหกลอควิปเมนต์ จำกัด (มหาชน) เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on June 25, 2020 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 3<sup>rd</sup> floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held.

- (4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/we hereby grant my/our proxy to attend and cast vote at the Meeting on my/our behalf as follows:

**วาระที่ 1**  
Agenda item no. 1

**เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ**  
Matter to be informed by the Chairman  
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 2**  
Agenda item no. 2

**พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562**  
To consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.  
 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 3**  
Agenda item no. 3

**พิจารณารับทราบรายงานผลการดำเนินงานของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2562**  
To consider and acknowledge the Company's operating performance of the fiscal year ended December 31, 2019  
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 4**  
Agenda item no. 4

**พิจารณาอนุมัติรายงานและงบการเงินรวมของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2562**  
To consider and approve the Company's report and consolidated financial statement for the fiscal year ended December 31, 2019

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.  
 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 5

Agenda item no. 5

พิจารณาอนุมัติการจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2562 เป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2562

To consider and approve the allocation of profit from the Company's operating performance for the fiscal year ended December 31, 2019 as a legal reserve and the omission of dividend payment from the Company's operating performance for the fiscal year ended December 31, 2019

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 6

Agenda item no. 6

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

To consider and approve the appointment of directors to replace the directors who retired by rotation

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

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

ก.  เลือกตั้งกรรมการทั้งหมด

- A. Election of entire group of nominated directors
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

ข.  เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นายวิวัฒน์ ศิริสรวงศ์

Director's name Mr. Vitavat Sirison

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

2. ชื่อกรรมการ นายกวิตม์ ศิริสรวงศ์

Director's name Mr. Kavut Sirison

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

3. ชื่อกรรมการ นายประภาส วิชากุล

Director's name Mr. Prapas Vichakul

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

4. ชื่อกรรมการ นายศิริชัย ไตวิริยะเวช

Director's name Mr. Sirichai Towiriyawate

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 7

Agenda item no. 7

**พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2563**

To consider and approve the remuneration of Directors of the Company for the year 2020

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 8

Agenda item no. 8

**พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2563**

To consider and approve the appointment of the auditor and fix the audit fee for the year 2020

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 9

Agenda item no. 9

**พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้บริษัทอีก 500 ล้านบาท ซึ่งจะทำให้วงเงินรวมของหุ้นกู้ทั้งหมดไม่เกิน 1,500 ล้านบาท**

To consider and approve the issuance and offering of debenture for Baht 500 million, making the total limit of debentures at any time not exceeding Baht 1,500 million

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 10

Agenda item no. 9

**พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

To consider other matters (If any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote in accordance with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case

there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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 intentions as 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  
(.....)

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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะแบบ 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 สหกลีควิพเมนท์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 วันที่ 25 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 3 อาคารสำนักงานใหญ่ บริษัท สหกลีควิพเมนท์ จำกัด (มหาชน) เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Sahakol Equipment Public Company Limited at the 2020 Annual General Meeting of Shareholders on June 25, 2020 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 3<sup>rd</sup> floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she 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 \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she 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 \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she 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 \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she 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

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and share keeper)

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

	Date	Month	Year
(1) ข้าพเจ้า _____	สัญชาติ _____		
I/We _____	Nationality _____		
อยู่เลขที่ _____ ซอย _____ ถนน _____	ตำบล/แขวง _____		
Residing/located at no. _____ Soi _____ Road _____	Sub-District _____		
อำเภอ/เขต _____ จังหวัด _____	รหัสไปรษณีย์ _____		
District _____ Province _____	Postal Code _____		

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท สหกลอติกวิปเมนต์ จำกัด (มหาชน) (“บริษัท”)

Who is the shareholder of Sahakol Equipment Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows

- หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes
- หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of followings)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  และระบุรายละเอียดของผู้รับมอบฉันทะ  
If choosing No. 1, please mark  and provide the details of the proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง/ \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง/ \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  และเลือกกรรมการอิสระคนใดคนหนึ่ง  
If choosing No. 2, please mark  and select one of the independent directors.

2. ให้กรรมการอิสระของบริษัท คือ

The independent director of the Company as follows:

นาง กิ่งเทียน บางอ้อ Mrs. Kingthien Bang-or

ดร.มงคล เหล่าวรวงศ์ Dr. Mongkon Laoworapong

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2563)

In case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement (details of the independent director of the Company are specified in Enclosure 9 of the Invitation of the 2020 Annual General Meeting of Shareholders).

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 25 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 3 อาคารสำนักงานใหญ่ บริษัท สหกลอศวิปมณฑ จำกัด (มหาชน) เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on June 25, 2020 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 3<sup>rd</sup> floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held .

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมในครั้งนี้ ดังนี้

I/We hereby grant my/our proxy to attend and vote at the Meeting and cast votes on my/own behalf as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy in accordance with the total amount of my/our shares and having the right to vote.

มอบฉันทะบางส่วน คือ

Grant partial of my/our proxy as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง  
Total voting right Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/we hereby grant my/our proxy to attend and cast vote at the Meeting on my/our behalf as follows:

**วาระที่ 1**

Agenda item no. 1

**เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ**

Matter informed by the Chairman

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 2**

Agenda item no. 2

**พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562**

To consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  ดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

**วาระที่ 3**

Agenda item no. 3

**พิจารณารับทราบรายงานผลการดำเนินงานของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2562**

To consider and acknowledge the Company's operating performance of the fiscal year ended December 31, 2019

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4

Agenda item no. 4

พิจารณาอนุมัติรายงานและงบการเงินรวมของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2562

To consider and approve the Company's report and consolidated financial statement for the fiscal year ended December 31, 2019

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

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

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 5

Agenda item no. 5

พิจารณาอนุมัติการจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2562 เป็นทุนสำรองตามกฎหมาย และการจัดจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2562

To consider and approve the allocation of profit from the Company's operating performance for the fiscal year ended December 31, 2019 as a legal reserve and the omission of dividend payment from the Company's operating performance for the fiscal year ended December 31, 2019

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6

Agenda item no. 6

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

To consider and approve the appointment of directors to replace the directors who retired by rotation

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

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

ก.  เลือกตั้งกรรมการทั้งหมด

A. Election of entire group of nominated directors

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

ข.  เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นายวิวัฒน์ ศิริสรวรพ์

Director's name Mr. Vitavat Sirison

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

2. ชื่อกรรมการ นายกวิตม์ ศิริสรวรพ์

Director's name Mr. Kavit Sirison

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

3. ชื่อกรรมการ นายประภาส วิชากุล

Director's name Mr. Prapas Vichakul

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

4. ชื่อกรรมการ นายศิริชัย ไตวิริยะเวช

Director's name Mr. Sirichai Towiriyawate

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 7

Agenda item no. 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2563

To consider and approve the remuneration of the Directors of the Company for the year 2020

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

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

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 8

Agenda item no. 8

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2563

To consider and approve the appointment of the auditor and fix the audit fee for the year 2020

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

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

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 9

Agenda item no. 9

พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้บริษัทอีก 500 ล้านบาท ซึ่งจะทำให้งบเงินรวมของหุ้นกู้ทั้งหมดไม่เกิน 1,500 ล้านบาท

To consider and approve the issuance and offering of debenture for Baht 500 million, making the total limit of debentures at any time not exceeding Baht 1,500 million

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

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

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 10

Agenda item no. 10

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

To consider other matters (If any)

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

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

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนั้นให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any

amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intentions as 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  
(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remarks**

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents needed to be attached to this Proxy form are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
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.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท สหกลีคิวิเปเมนท์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 วันที่ 25 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องประชุมใหญ่ ชั้น 3 อาคารสำนักงานใหญ่ บริษัท สหกลีคิวิเปเมนท์ จำกัด (มหาชน) เลขที่ 47/10 ซอยอมรพันธ์ 4 ถนนวิภาวดีรังสิต แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Sahakol Equipment Public Company Limited at the 2020 Annual General Meeting of Shareholders on June 25, 2020 at 2.00 p.m. at Meeting Room of Sahakol Equipment Public Company Limited, 3<sup>rd</sup> floor, 47/10 Soi Amornphan 4 Vibhavadirangsit Road, Ladyao, Chatuchak, Bangkok, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

### **Definition of Independent Director of Sahakol Equipment Public Company Limited**

The appointment of an independent director will require a joint consideration by the Board of Directors on the qualifications as set out in the Public Limited Companies Act BE 2535 (1992), the Securities and Exchange Act, the Notification of the Capital Market Supervisory Board and other relevant regulatory requirements. In considering the candidates, The Board of Directors will select an independent director based on professional qualifications and experiences, and other relevant attributes before proposing the appointment of the candidate at the shareholder's meeting. The number of directors employed by the company is limited to at least one-third of the total number of Company's directors and must appoint a minimum of three directors.

The Board of Directors has determined the qualifications of Independent Directors as follows:

1. An Independent Director must not own more than one percent of total voting shares of the Company, its parent Company, its subsidiaries, its joint ventures, major shareholders or be an Executive with controlling authority. The Independent Director's shares must include those held by related persons to that Independent Director.
2. An Independent Director must not be a director involved in the management of employees or consultants who receive regular remuneration, or be a person with controlling authority of the company, its parent company, its subsidiaries, its joint ventures, its affiliates, major shareholders or persons with controlling authority, with the exception that the person has ceased to be in such positions for a duration no less than two years prior to the date of filing the application with the Securities and Exchange Commission.
3. An Independent Director must not be a person with familial (blood ties) or legal relations to individuals such as a parent, a spouse, sibling or child, including being a spouse or child of another Director, Executive, major shareholder, an Executive with controlling authority of the Company and any of its subsidiaries.
4. An Independent Director must not be in, or have ever been in a business relationship with the Company, its parent company, its subsidiaries, affiliates, major shareholders or individuals with controlling authority in a manner that may impede their independent use of discretion. The Independent Director must not be or have been a significant shareholder or be a person with controlling authority over any persons who have business relations with the Company, the parent company, its subsidiaries, its joint ventures, major shareholders or those who have controlling authority of the Company, with the exception that the person has ceased to be in such positions for a duration no less than two years from the date of the appointment.
5. An Independent Director must not be or have ever been an auditor of the Company, its parent company, its subsidiaries, its joint ventures, major shareholders, those with controlling authority, and must not be a person holding significant shares, or be an Executive with controlling authority or be a shareholder or partner of the audit firm where the auditors of the Company, its parent company, its



subsidiaries, its joint ventures, major shareholders or persons with controlling authority works. The exception will be made in the case where the Independent Director who used to hold any of the aforementioned positions have left such positions for a minimum of two years prior to appointment to the position.

6. The Independent Director must not have been a professional service provider, including providing legal counsel and financial advisory services and receiving remuneration amounting over two million baht per year from the Company, its parent company, its subsidiary, its joint ventures, major shareholders or persons with controlling authority of the company, and must not be a significant shareholder, a controlling authority or partner of the professional service provider. An exception is made if such Independent Director has ceased to provide any professional services for no less than two years from the date of appointment.

7. The Independent Director must not have been appointed as a Director to represent the Company's Directors, its major shareholders, or to represent shareholders who are affiliated with major shareholders.

8. The Independent Director must not operate any business that is similar to and is in direct competition with the Company or its subsidiaries, or be a partner in a partnership, or be a director involved with management of employees and advisers receiving regular remuneration, or hold more than one percent of total voting shares of other companies that operate any business similar to and is in direct competition with the Company or its subsidiaries.

9. The Independent Director must not have any other impediments that may constrain their ability to provide independent discretion regarding operations of the Company.

## The Information of Independent Director to present as proxy

### 1. Mrs.Kingtien Bang-Or



<b>Position</b>	Independent Director / Audit Committee
<b>No. of years in position</b>	5 years 1 months
<b>Nationality</b>	Thai
<b>Age</b>	75
<b>Address</b>	88/63 Soi Sridarn 22 Srinakarin Road. BangkeawSub-District, Bangplee District, Sumutprakarn 10540
<b>Director Training</b>	- Director Certification Program (DCP) 53/2005 - Director Accreditation Program (DAP) 1/2007
<b>Highest Education</b>	- Bachelor degree of Accounting, Thammasat University - Master degree of Business Administration, Thammasat University
<b>Working Experiences</b>	2006 – Present Chairman of the board / Audit committee Thai Film Industries Public Company Limited 2005 - Present Advisory Com-Link Company Limited 2006 – 2018 Independent director / Audit committee Thai Wire Products Public Company Limited
<b>No. of share(s) held in the Company included holding by spouse and minor children</b>	150,000 Shares (0.01% of Shareholding)
<b>Having interest in agenda proposed in the 2020 Annual General Meeting of Shareholders</b>	- None -

## The Information of Independent Director to present as proxy

### 2. Dr.Mongkol Laoworapong



<b>Position</b>	Independent Director / Audit Committee
<b>No. of years in position</b>	5 years 1 months
<b>Nationality</b>	Thai
<b>Age</b>	50
<b>Address</b>	61 Soi Sathupradit 6 thungwatdon Sathorn Bangkok 10120
<b>Director Training</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) BJC/2004</li> <li>- Director Certification Program (DCP) 88/2007</li> <li>- Audit Committee Program (ACP) 18/2007</li> <li>- Monitoring the Internal Audit Function (MIA) 3/2008</li> <li>- Successful Formulation &amp; Execution of Strategy (SFE) 15/2012</li> <li>- How to Measure the Success of Corporate Strategy (HMS) 3/2013</li> <li>- Chartered Director Class (CDC) 8/2014</li> <li>- Boardroom Success through Financing and Investment (BFI) 5/2018</li> </ul>
<b>Highest Education</b>	<ul style="list-style-type: none"> <li>- Bachelor degree of Accounting Thammasat University</li> <li>- Master degree of Accounting Thammasat University</li> <li>- Ph.D. Business Administration(Accounting) Thammasat University</li> </ul>
<b>Working Experiences</b>	<p>2018 – Present    Audit Committee AEON Thana Sinsap (Thailand) Public Company Limited</p> <p>2016 – Present    Audit Committee Applied DB Industrial Public Company Limited</p> <p>2011 - Present    Audit Committee / Independent Director C.P.L. Group Public Company Limited</p> <p>2015 – Present    Auditor Karin Audit Company Limited</p> <p>2009 – Present    Instructor (Accounting) Thammasat University</p> <p>2011 - Present    Director Charoensin Asset Company Limited</p> <p>2017 – 2018        Chief Financial Officer Bangpakong Terminal Public Company Limited</p> <p>2013 – 2015        Instructor (Accounting) Assumption University</p>

<b>No. of share(s) held in the Company included holding by spouse and minor children</b>	150,000 Shares (0.01% of Shareholding)
<b>Having interest in agenda proposed in the 2020 Annual General Meeting of Shareholders</b>	- None -

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**Articles of Association  
of  
Sahakol Equipment Public Company Limited**

**CHAPTER 5  
The Board of Director**

16. The board of directors shall be elected at the shareholder's meeting in accordance with the criteria and procedures as follows:
- (1) Each shareholder shall have one (1) share for one (1) vote;
  - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder cannot divided his or her votes to any person in any number; and
  - (3) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are elected to be the directors of the Company. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting should have a casting vote.
17. At every annual ordinary shareholder's meeting one-third (1/3) of the directors or, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall vacate office.

A vacating director may be eligible for re-election.

The directors to vacate office in the first and second years following the registration of the conversion 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.

**CHAPTER 6  
Meeting of Shareholders**

31. The board of directors shall convene an annual general meeting of shareholders within (4) four months from the end of every fiscal year of the Company.

Any shareholders' meetings other than the one referred to in the first paragraph shall be called an "extraordinary general meeting". The board of directors may call the extraordinary general meeting any time as the board of directors deems appropriate.

Any shareholder(s) holding shares of no less than one-fifth (1/5) of the total amount of issued shares or no less than twenty five (25) shareholders holding shares of no less than one-tenth (1/10) of the total amount of issued shares, may submit a request in writing to the board of directors to convene an extraordinary general meeting at any time as they deem appropriate, provided that the reason to convene such extraordinary general meeting is clearly stated in the request. In this case, the board of directors shall hold an extraordinary general meeting within one (1) month from the receipt of shareholder's request.

32. Regarding the calling of a general meeting, the board of directors shall prepare an invitation specifying the venue, date time, agenda of the meeting, and the matters to be propose to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinion of board of director on such matter. The invitation shall be sent to shareholders and the registrar at

least seven (7) days prior to the meeting date. In addition, the invitation of a shareholders' meeting shall be advertised on a newspaper for three (3) consecutive days in the newspaper, for at least three (3) days before the meeting date.

The venue of the shareholders' meeting shall be held in the province in which the Company's head office located, or any other province nearby determined by the board of directors.

33. In every shareholders' meeting, a quorum shall consist of the presence of the shareholders and proxies (if any) of at least twenty five (25) persons or at least half of the total number of shareholders, and shareholders attend the meeting must hold at least one-third (1/3) of the total number of the issued shares.

If within one (1) hour from the time scheduled for the meeting a quorum is not presented, if the meeting is called by request of the shareholders, such meeting shall be adjourned. However, if such meeting is not called by the request of the shareholders, the meeting shall be rescheduled. The invitation to such meeting shall be sent in writing to every shareholder at least seven (7) days before the meeting date. In such postponed meeting, the shareholders present at the meeting shall constitute a quorum.

34. The chairman of the board of directors shall be the chairman of the general meeting. In the case that the chairman of the board of directors is not present at the general meeting or is unable to perform his/her duty, the vice chairman of the board of directors shall act as the chairman of the general meeting. If the vice chairman is not present or is unable to perform his/ her duty, a shareholder shall be elected to be the chairman of the general meeting.

35. Regarding the casting of votes in a general meeting, each shareholder shall have one (1) vote for each share he/she holds. If any shareholder has any conflict of interest in any agenda, such shareholder shall be prohibited from casting his/her vote on that agenda. Except in the voting for the election of directors, the affirmative vote of a resolution of a general meeting shall be made as follows:

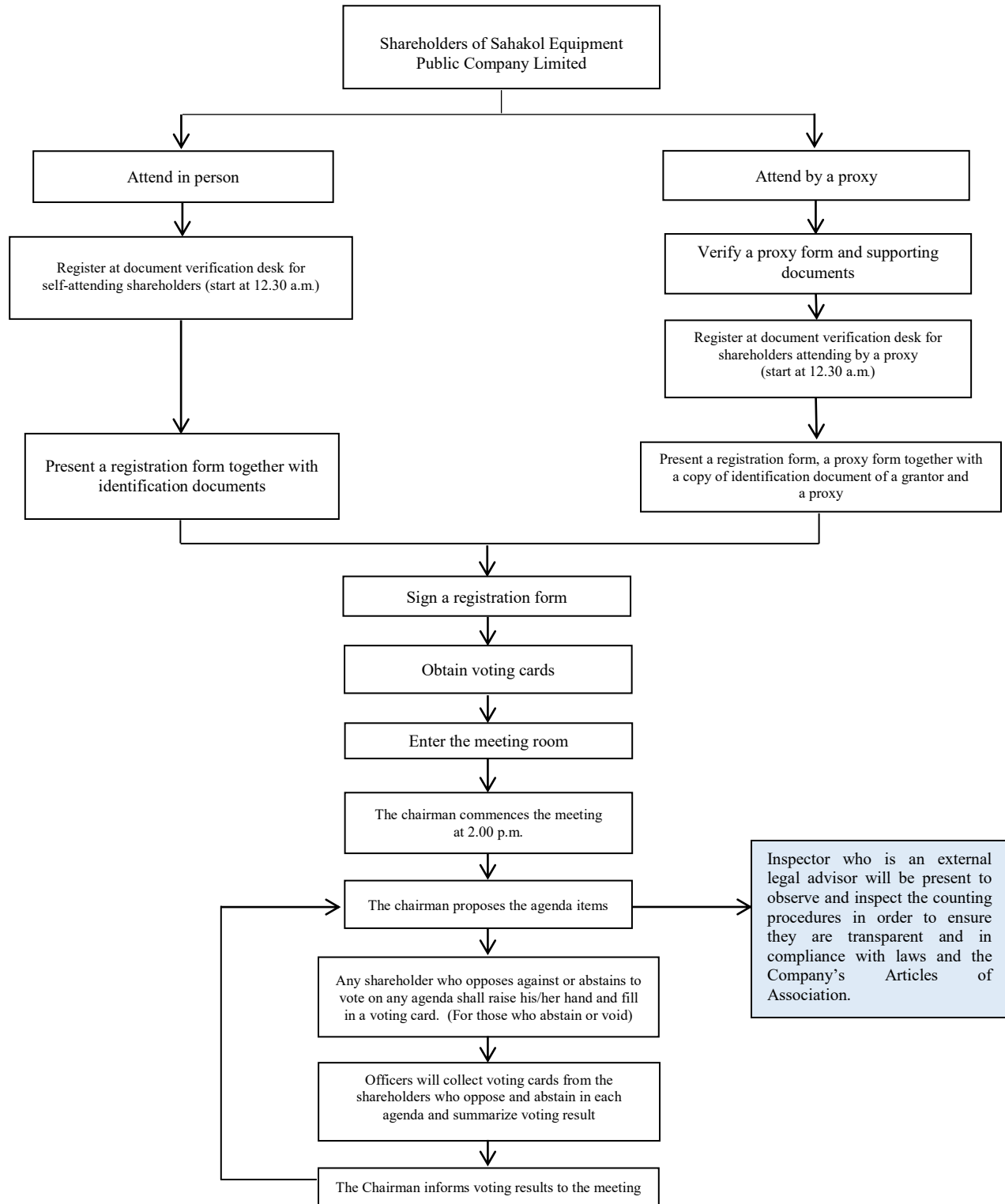
- (1) In ordinary case, a majority vote of shareholders who attended the Meeting and cast their votes. In the event of a tied vote, the Chairman shall have an additional vote as a casting vote;
- (2) Each of the following matters requires at least three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote:
  - (a) The sale or transfer of the whole or substantial part of business of the Company to other persons;
  - (b) The purchase or acquisition of the business of other private companies or public companies by the Company;
  - (c) The execution, amendment, or termination of contract with respect to the granting of a lease of the whole and substantial part of business of the Company, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the Company's business with other persons with the purpose of sharing benefits or deficits;
  - (d) The amendment of the Company's Memorandum of Association or Articles of Association;
  - (e) The increase or decrease of the registered capital of the Company;
  - (f) The dissolution of the Company;

- (g) The issuance of debentures of the Company; or
  - (h) The amalgamation of the Company with another company.
36. The following businesses are to be transacted at the annual general meeting of the shareholders:
- (1) To consider and acknowledge the report of the board of directors relating to the Company's performance in the past fiscal year;
  - (2) To consider and approve the balance sheet and the profit and loss statement;
  - (3) To consider and approve the allocation of profits;
  - (4) To consider and approve the appointment of directors who retire by rotation;
  - (5) To consider and approve the determination of the directors' remunerations;
  - (6) To consider and approve the appointment of the auditor and the determination of audit fee; and
  - (7) To consider any other matters.

**CHAPTER 7**  
**Accounts, Finance and Audit**

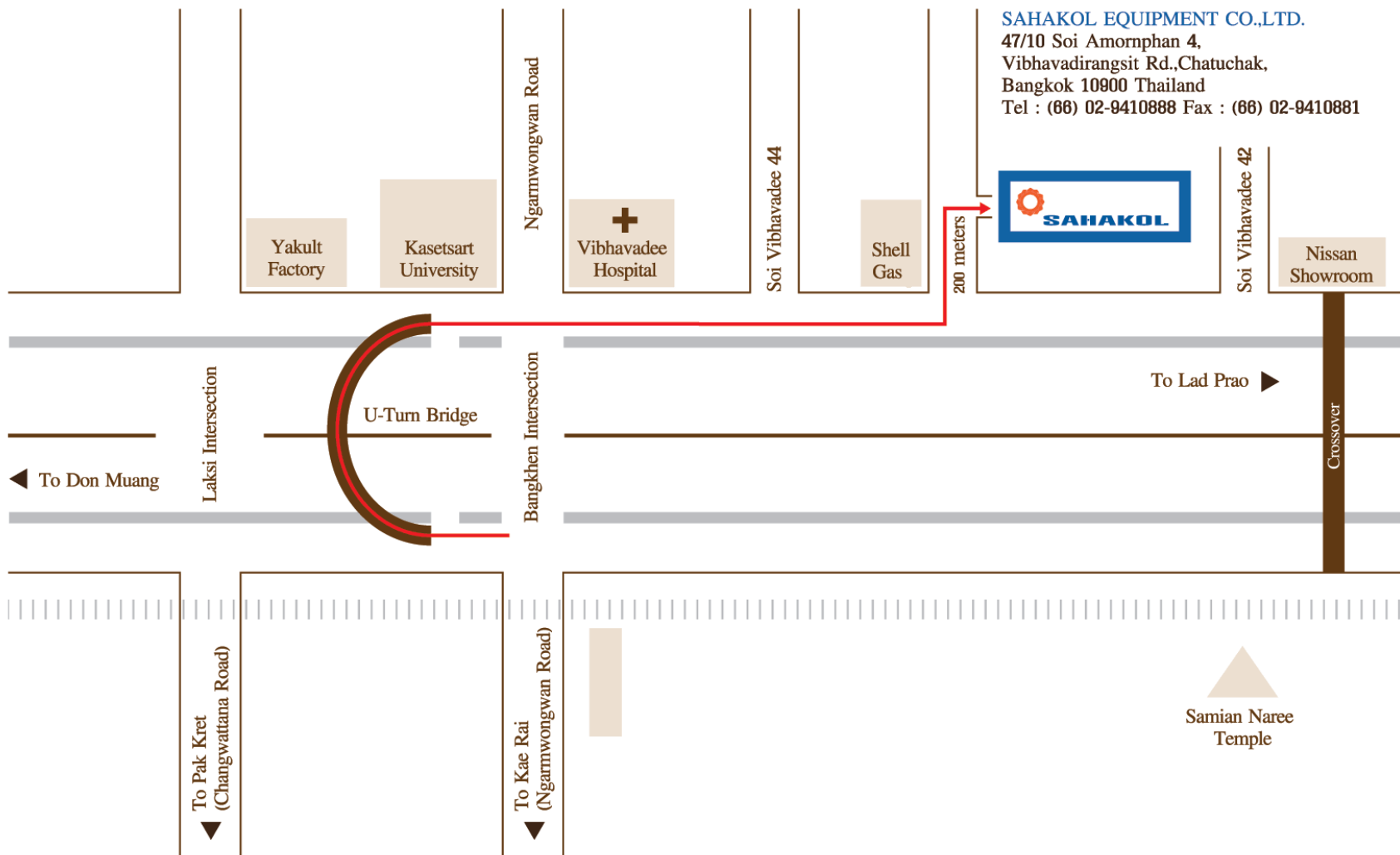
39. The board of directors shall prepare a balance sheet and a profit and loss account as of the end of the company's accounting year to be proposed to the annual general meeting of shareholders for consideration and approval. The board of director shall arrange for the auditor to complete the auditing prior to propose same to the meeting of shareholders.

**Procedures for Attending the 2020 Annual General Meeting of Shareholders  
Sahakol Equipment Public Company Limited  
on Thursday, June 25, 2020 at 2.00 p.m.**



*\*Please return voting card of all agenda to the Company's staff after the meeting is closed.*





Requisition Form for Annual Report

Please fill in the form and send E-mail: [ircontact@sahakol.com](mailto:ircontact@sahakol.com) or Tel. 02-9410888 Ext.70

Dear: Company Secretary

I, (name).....

Address.....

City..... Country..... Postcode.....

wish to receive a printed copy of the following reports. (Please mark)

Annual Report 2019