



SAHAKOL

**Invitation to the 2019 Annual General Meeting of
Shareholders**

**Sahakol Equipment Public Company Limited
on April 25, 2019 at 2:00 p.m.**

**At Room Venus, Miracle Grand Convention Hotel
Bangkok**

(Translation)

April 2, 2019

Subject Invitation to the 2019 Annual General Meeting of Shareholders

Attention Shareholders of Sahakol Equipment Public Company Limited

- Enclosures**
1. Registration Form (Please bring this form on the meeting date);
 2. Copy of the Minutes of 2018 Annual General Meeting of Shareholders which held on April 18, 2018 (for agenda 2);
 3. Copy of Annual Report and the Company's Consolidated Financial Statement ended December 31, 2018 in QR Code format (for agenda 3 and 4);
 4. Profiles and Working Experience of the Directors who retire by rotation for re-election as Directors for another term (for agenda 6);
 5. Profiles and Working Experience of the auditors for the year 2019 (for agenda 8);
 6. Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders and Definition of the Independent Directors;
 7. Articles of Association of the Company with respect to the Shareholders' Meeting;
 8. Guidelines for Appointment of Proxy, Registration, Documents for Registration and Vote Casting and Counting
 9. Procedure for Attending the Shareholders' Meeting;
 10. Proxy Form; Form A. and Form B. (Shareholder can download Proxy Form A., Form B., and Form C. from the Company's website at <http://www.sahakol.com/investor-relation/>); and
 11. Map of the Meeting Venue at Venus Room, Miracle Grand Convention Hotel, Vibhavadi-Rangsit Road, Don Mueang District, Bangkok

The Board of Directors' Meeting of Sahakol Equipment Public Company Limited (the "Company") No. 3/2019 held on March 25, 2019 resolved to convene the 2019 Annual General Meeting of Shareholders on Thursday, April 25, 2019 at 14.00 hrs. at Venus Room, Miracle Grand Convention Hotel, Vibhavadi-Rangsit Road, Don Mueang District, 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 2018 Annual General Meeting of Shareholders

Facts and Rationale: The Company held the 2018 Annual General Meeting of Shareholders on April 18, 2018, the details of which are as shown in the Enclosure 2, delivered to all shareholders together with the invitation to the Meeting.

Board of Directors' opinion: The Board deemed appropriate to propose the Minutes of the 2018 Annual General Meeting of Shareholders for consideration of adoption of 2018 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 of the fiscal year ended December 31, 2018

Facts and Rationale: The Company summarized the Company's operating performance and significant development which occurred in the fiscal year 2018, details of which are presented in the 2018 Annual Report of the Company, details of which are as shown in Enclosure 3.

Board of Directors' opinion: The Board deemed appropriate to propose to Annual General Meeting of Shareholders to acknowledge the Company's operating performance of the fiscal year ended December 31, 2018.

Resolution This agenda is 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

Facts and Rationale: In compliance with the Public Companies Limited 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 report and consolidated financial statements for the year ended December 31, 2018 which the said statements shall be approved by audit committee and audited by the external auditor prior to proposing to the Shareholders' consideration and approval. on December 31, 2018 as shown on the 2018 Annual Report of the Company, the details of which are as shown in Enclosure 3. A summary of the key information in comparison with the previous year is as follows:

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)	(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 ¹ (Baht per Share)	0.39	0.32	(0.25)

Board of Directors' opinion: The Board deemed appropriate to propose to Annual General Meeting of Shareholders to consider and approve the report and the consolidated financial statement for the fiscal year ended December 31, 2018, which were approved by the audit committee and audited by the certified auditor.

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

Facts and Rationale:

In compliance with the Public Companies Limited B.E. 2535, Section 116, and of 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 legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten (10) percent of the registered capital.

The Company has policy to pay dividends to all shareholders at the rate of no less than 40 percent of the net profits after deducting income tax and appropriation of legal reserve.

Board of Directors' opinion:

The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the omission of the allocation of profit as a legal reserve and the omission of dividend payment due to the Company's operating performance has incurred a net loss amounting to Baht 284,627,298 as per the Company's financial statement.

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

Facts and Rationale:

In compliance with the Public Companies Limited 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 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 (Exclusive of the Directors with interests in this matter) reviewed the qualifications of the directors who would retire by rotation at the 2019 Annual General Meeting of Shareholders and were of an opinion that these 4 directors had full qualification, did not possess any prohibited characteristics under laws and carefully 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 retiring directors 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.

Board of Directors' opinion: The Board (Exclusive of the Directors with interests in this matter) deemed appropriate to propose the 2019 Annual General Meeting of Shareholders to approve the directors to be re-elected as follows:

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

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

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 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 the duties and responsibilities and comparison with the same industry and with the similar sizes. It deems appropriate to propose the 2019 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors not exceeding Baht 5,000,000 as details below:

	Year 2019 (Proposed year)	Year 2018
Monthly Remuneration		
- 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	-	-
Meeting allowance		
- 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

	Year 2019 (Proposed year)	Year 2018
- Executive Director	8,000 Baht / a meeting attended	8,000 Baht / a meeting attended
Total remuneration	Not exceeding Baht 5,000,000	Not exceeding Baht 5,000,000 (Actual remuneration Baht 2,427,000)

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

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 deems appropriate to propose the Board of Directors to consider and appoint Mr. Somkid Taitragul Certified Public Accountant No. 2785 and/or Ms. Kanyanat Sriratchatchaval Certified Public Accountant No. 6549 and/or Mr. Teerasak Chuasrisakul Certified Public Accountant No. 6624 and/or and/or Mr. Narin Churamongkol Certified Public Accountant No. 8593 from Grant Thornton Co., Ltd. as the external audits of Company for 2019, the profiles and working experience of the auditors 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 2019 (Proposed Year)	Year 2018
Audit Fee of the Company	3,020,000	2,910,000
Audit Fee of the Joint Ventures and Subsidiaries	365,000	430,000
Total	3,385,000	3,340,000

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 2019 as follows:

- | | |
|---------------------------------|--------------------------------------|
| 1) Mr. Somkid Taitragul | Certified Public Accountant No. 2785 |
| 2) Ms. Kanyanat Sriratchachaval | 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 are from Grant Thornton Co., Ltd. to be the Company's auditors for 2019 and fix the audit fee at Baht 3,385,000.

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 other matters (If any)

The Company will disclose the 2019 Annual General Meeting of Shareholders itinerary and agendas in advance on the Company's website (<http://www.sahakol.com>) prior to the meeting. For any inquiries, please contact Mr. Surapol Ounsuwan, the Company Secretary at surapol@sahakol.com Tel: +66 2941 0888 ext. 66 or Fax: +66 2941 0881

For shareholders who wish to appoint a proxy to attend the Meeting and vote on behalf of the shareholders, please choose and fill in either the proxy in Form A. or Form B. the details are as shown in Enclosure 10. 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 <http://www.sahakol.com>

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 8, as well as the details on Procedure for Attending the Shareholders' Meeting as set out in Enclosure 9.

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; whose name and relevant profiles and working experience are detailed in Enclosure 6, as a proxy by using proxy Form B. as appeared in the Enclosure 10, and submit such Proxy Form B. together with supporting documentation as detailed in Enclosure 8, For the purpose of document verification, please submit all documentation to the Company by April 22, 2019 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

You are hereby invited to attend the Meeting on date, time and place specified above.

Yours sincerely,
Sahakol Equipment Public Company Limited

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

Minutes of the Annual General Meeting of Shareholders of 2018
Sahakol Equipment Public Company Limited

Date, Time and Meeting Venue

The 2018 Annual General Meeting of Shareholders held on Wednesday, April 18, 2018 at 13.30 hrs. at Room Ladprao, Centara Grand Hotel at Central Plaza Ladprao, Vibhavadi Rangsit Road, Chatuchak District, Bangkok

The meeting started

Mr. Mr. Grantarit Katesampan, acted as the Moderator of the 2018 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. Mr. Somboon	Manenava	Independent Director / Chairman of the Board
2. Mr. Noppun	Muangkote	Vice Chairman of the Board / Chairman of Executive Committee
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 / Chief Executive Officer
7. Mr. Vittavat	Sirison	Director / Chief Operation Officer
8. Mr. Kavut	Sirison	Director / Chief Financial Officer
9. Mr. Chalee	Ruksuthee	Director
10. Mr. Pichet	Mahunsukon	Independent Director
11. Mr. Buddhipongse	Punnakanta	Independent Director
12. Mr. Prapas	Vichakul	Independent Director

Attending advisors

Auditor	Grant Thornton Limited Mr. Teerasak Chuasrisakul
Independent Legal Advisor	Legal Advisory Council Limited 1. Ms. Wichitphan Klaiubon 2. Mr. Pornprom Karnchanachari 3. Ms. Rapeepat Kumpichai 4. Ms. Wethaka Saenprom

In the Meeting, there were **250** shareholders and proxies attended the meeting, representing **574,611,925** shares, equivalent to **50.6324** percent of all shares. Thus, the 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 issued 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 procedures and the vote count methods as well as which voting card is deemed to be invalid (Details as stated in the Invitation to the Meeting). Also, the Meeting has been informed that prior to voting in each agenda of the Meeting, if the person having queries 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. In this case that such inquiries or suggestion is not related to the considered agenda, the shareholders or proxies shall make suggestion and inquiries by the end of other matter for consideration agenda.

Furthermore, the Moderator informed the Meeting that in this Meeting, 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, Mr. Somboon Manenava, Chairman of the Board, presided over the Meeting (the “**Chairman**”), declared the 2018 Annual General Meeting of Shareholders open and proceeded to conduct the Meeting in line with the agenda items as specified as follows:

Agenda 1 Matter informed by the Chairman

The Chairman welcomed and opened the Meeting in which the Chairman informed the Meeting as follows:

1. According to the Company giving the opportunity to the shareholders to submit the questions in advance prior to the Shareholders' Meeting by facsimile and mail to the Company from February 9 to March 2, 2018, it appears that the Company did not receive any questions submitted to the Company in advance.

2. According to the Company gave an opportunity to shareholders propose agenda items for stating in the agenda of this Meeting and nominate qualified candidate(s) for the directorship in the 2018 Annual General Meeting of Shareholders during February 9, 2018 to March 2, 2018. However, no shareholders proposed any agendas and nominated any individual for consideration.

3. In this Meeting, the Company submitted the additional information of M.R. Pridiyathorn Devakula and handed out the 2017 Annual Report of the Company.

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. Wicha Chokphongphun An individual shareholder attending in person	made the inquiry as to	Why the Company had to provide the additional information of M.R. Pridiyathorn Devakula with the Invitation to the Meeting.
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The Chairman	clarified that	This document is the information of the person who was elected to consider and approve election of directors in place of directors who were due to retire by rotation which will be used for agenda no.6 for consideration.
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Resolution This agenda is for acknowledgement. No casting of votes in this agenda.

Agenda 2 To adopt the Minutes of the Annual General Meeting of Shareholders of 2017

The Chairman informed the Meeting that the Company has provided the Minutes of the Annual General Meeting of Shareholders of 2017, held on April 25, 2017, the details of which are as 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 Annual General Meeting of Shareholders of 2017 which was held on April 25, 2017, detailed as follows:

Approval	574,551,725	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0000
Abstention	227,600	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (256)	574,779,325	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.

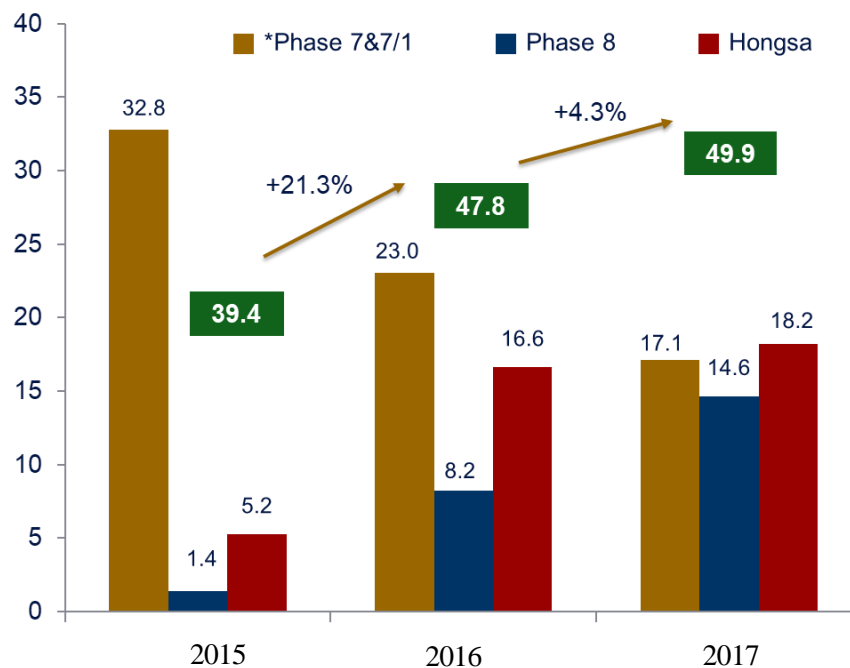
Agenda 3 To consider and acknowledge the report of the results of the Company's business operation for the fiscal year ended December 31, 2017

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

Mr. Sasavat Sirison reported to the Meeting the results of the Company's business operation for the fiscal year ended December 31, 2017, summarized as follows:

The total production of the Company for the year 2017 is 49.9 Million Cubic Meters, which increased from the year 2016 with the total production equivalent to 47.8 Million Cubic meters, which is fixed at 2.1 Million Cubic Meters or equivalent to 4.3 percent. This is due to the implementation of the following projects.

****Unit : Million Cubic Meters**



Remark: * Mae Moh 7/1 Project was done in the year 2016

****The total production of coal processing is converted into units Million Cubic Meters**

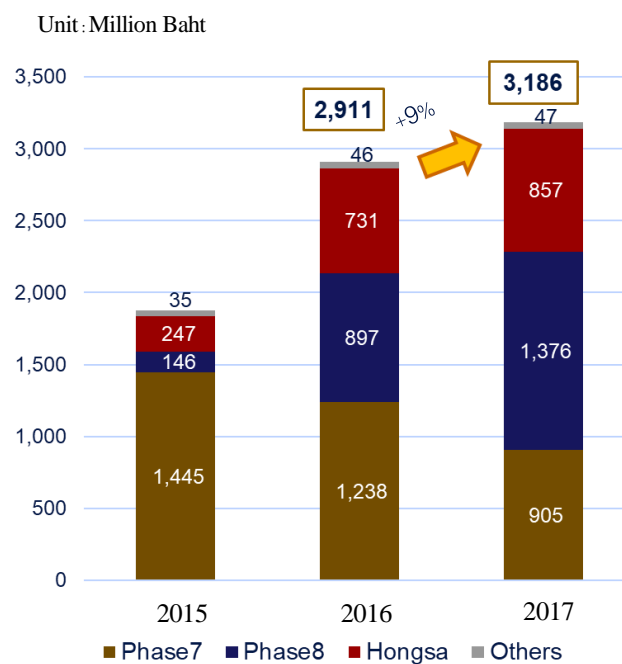
1. The Mae Moh 7 project has 2016 annual production of 17.1 Million Cubic Meters, which decreased from the year 2016 with the total production equivalent to 23 Million Cubic Meters. The Mae Moh 7 project is in the late stages of the contract, this will result in lower production than planned production at the initial stage.

2. The Mae Moh 8 project has 2016 annual production of 14.6 Million Cubic Meters because the capacity of such production is in the second year of the contract, increasing from the year 2016 with the

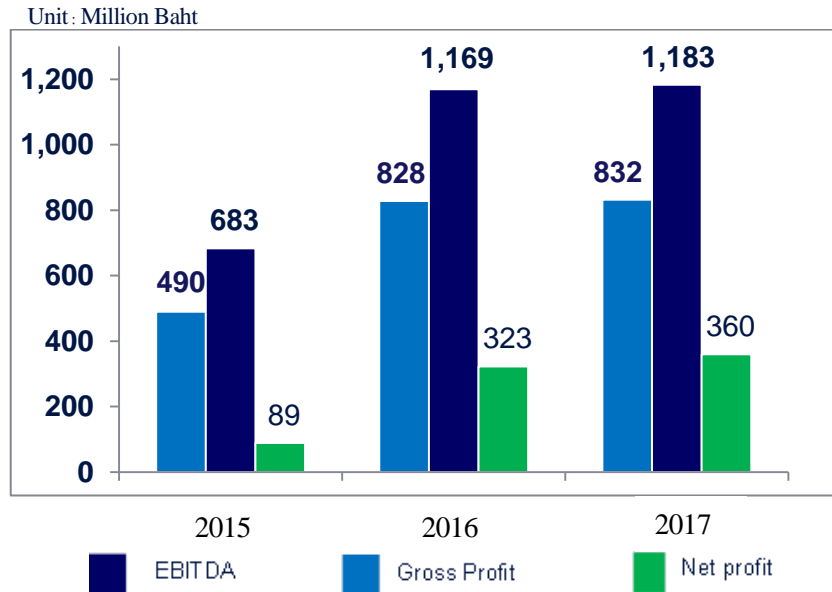
total production equivalent to 8.2 Million Cubic Meters. The year 2019 will be the year that the Company has made full production, which will be 4 times more production than this year.

3. The Hongsa project has 2016 annual production of 18.2 Million Cubic Meters, increasing from the year 2016 with the total production equivalent to 16.6 Million Cubic Meters, due to the improvement in the efficiency of the Hongsa project which results in the work in the year 2017 being better than the year 2016.

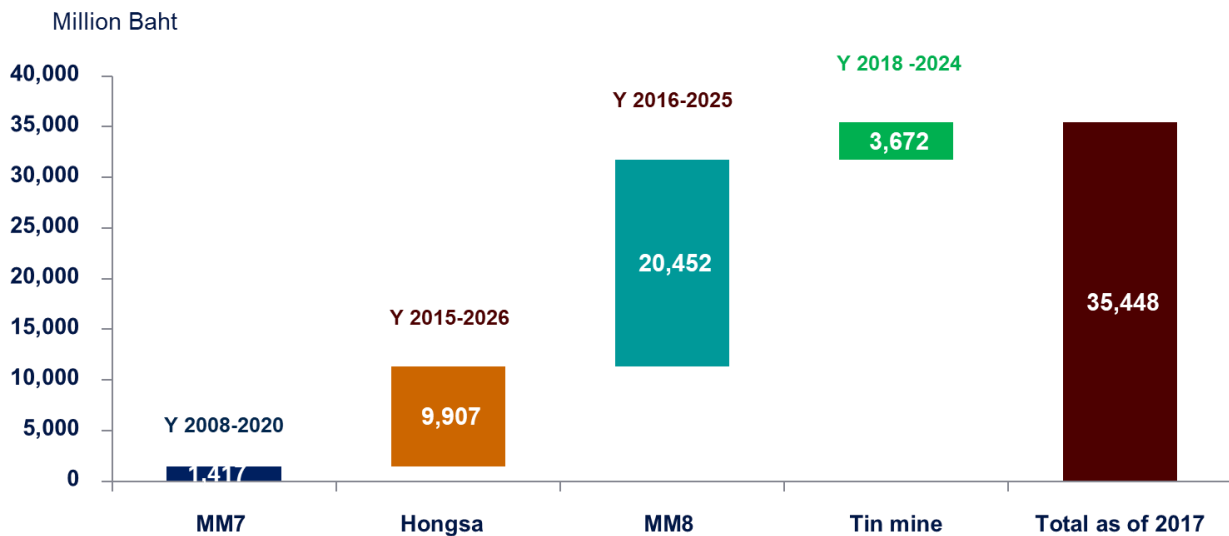
The total revenue of the Company for the year 2017 equivalent to Million Baht 3,186, increasing from the year 2016 with the total revenue equivalent to Million Baht 2,911 or 9 percent.



The 2017 annual net profit of the Company is Million Baht 360, which increased from the year 2016 with the total net profit equivalent to Million Baht 323 or 11 percent. The 2017 annual gross profit of the Company is equal to Million Baht 832, which increased from the year 2016 with the total gross profit equivalent to Million Baht 828. The 2017 annual EBITDA of Million Baht 1,183, increased from the year 2016 with the total earnings of Million Baht 1,169. Therefore, the ability of the Company to make a profit increased 10 percent from the year 2016.



For the backlog of the Company, Mr. Sasavat Sirison, Chief Executive Officer, explained to the Meeting that the backlog of the Company at the end of 2017 was Million Baht 35,448, divided into Mae Moh 7 project valued at Million Baht 1,417, Mae Moh 8 project valued at Million Baht 20,452, Hongsa project valued at Million Baht 9,907 and Tin mine project in Myanmar valued at Million Baht 3,672, which was auctioned in the year 2017. It is expected to start operating in 3rd quarter of 2018.



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. Wicha Chokphongphun An individual shareholder attending in person	made the inquiry that	Due to the protests in Myanmar regarding the foreigner being prohibited from excavating the Overburden, would the project undertaken by the Company be affected from such protests.
Mr. Sasavat Sirison Chief Executive Officer	clarified that	The production of tin project was undertaken at tin mine which had been operated by the Company for a century, and this resource was allowed to export and also was revenue resource of Myanmar. Thus, there was no protesting at the moment.
Mr. Amorn Kovanichjaroen An individual shareholder attending in person	made the inquiry that	Whether the Company had to compensate or reimburse from the damages which occurred from a landslide at Mae Moh mine.
Mr. Sasavat Sirison Chief Executive Officer	clarified that	Due to some equipment being damaged by the landslide, the Company submitted a claim to Electricity Generating Authorization of Thailand (EGAT) to reimburse from such damage. This was a force majeure and did occur in EGAT's responsibility area. EGAT was considering the claim and the Company expected to obtain some assistance from EGAT in accordance with Good Governance or Corporate Governance.
Mr. Amorn Kovanichjaroen An individual shareholder attending in person	made the inquiry that	Pursuant to delay of operation of Mae Moh project, how much damage from the landslide was caused to the Company's revenue in the first and second quarter?
Mr. Sasavat Sirison Chief Executive Officer	clarified that	The damage which occurred in Mae Moh 8 project caused 2 months delay of the project. However, it was necessary to wait for details of the damage for consideration of EGAT. The Company was trying to recover the system to re-operate the project as soon as possible.
Mr. Amorn Kovanichjaroen An individual shareholder attending in person	made the inquiry that	Further to expectation of the Company where the Company's revenue of Mae Moh 8 project would increase 4 times, how much damage will affect the revenue of the Mae Moh 8 project, which requires 2 months delay?

Mr. Sasavat Sirison Chief Executive Officer	clarified that	2 months delay effect of Mae Moh 8's revenue would be difficult to estimate. It was necessary to wait for accuracy assistance from EGAT.
Mr. Wicha Chokphongphun An individual shareholder attending in person	made the inquiry that	According to the landslide at Mae Moh 8 project, was there any death or injury?
Mr. Sasavat Sirison Chief Executive Officer	confirmed that	There was no report of death or injury from the landslide at Mae Moh 8 project.
Mr. Krairerk Potiaphiyanwisuth A proxy of shareholder	made the inquiry whether	The Company had insurance on Mae Moh 8 project?
Mr. Sasavat Sirison Chief Executive Officer	clarified that	The Company had insurance, but did not have business interruption insurance.

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

Agenda 4 To consider and approve the report and the consolidated financial statement of the Company for the fiscal year ended December 31, 2017

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, 2017 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:

Details	Fiscal year ended on 31st December			The difference between year 2017-2016	
	2015	2016	2017	Million Baht	Percent
Balance Sheet					
Total assets (Million Baht)	4,489.1	6,004.0	10,240.8	4,236.8	70.6
Total liabilities (Million Baht)	3,749.4	3,753.4	7,662.6	3,909.2	104.2
Shareholders' equity (Million Baht)	739.6	2,250.6	2,578.2	327.6	14.6
Profit and Loss Statement					
Total Revenue (Million Baht)	1,873.4	2,911.5	3,185.7	274.2	9.4
Services Revenue (Million Baht)	1,867.7	2,890.7	3,153.6	262.9	9.1
Cost of services (Million Baht)	1,377.8	2,062.8	2,321.7	258.9	12.6
Gross Profit (Million Baht)	489.9	827.9	831.9	4.0	0.5
Net Profit for the year (Million Baht)	88.7	322.7	360.1	37.4	11.6
*Earnings per share (Baht / Share)	0.12	0.39	0.32	-0.07	-17.9

*Calculated on weighted average number of ordinary shares base.

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, 2017 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.

Mr. Somsak Likasitkarnchanakul
An individual shareholder
attending in person and a proxy of
shareholder

made the following
inquiries

1. Did the Company's financial statement indicate the Backlog?
2. Pursuant to Million Baht 4,400 increase of land, building and equipment category of 2017 which was considered as an investment in machinery, could the Company explain how much such investment would benefit the Company's revenue?
3. Further to the Company's statement regarding accrued income tax not being

indicated, whether the Company had to pay tax at the Revenue Department by this May.

Mr. Kavit Sirison
Chief Financial Officer

clarified that

1. The Backlog is an undertaking work, meaning that the Company had already entered into an agreement, but had not fulfilled its obligation yet. Thus, the Backlog would not be shown in balance sheet and not be considered as inventory. However, it was long term work.
2. For benefit of investment, an increasing of total asset or investment of the Company in 2017 came from an investment of machinery. By expectation in Mae Moh 8 project when bidding, the Company expected to gain revenue in form of IRR at the rate of 11-12 percent. Approximately 7,000 Million Baht was invested in Mae Moh 8 project, provided that the Company had imported machines since 2017, and also additional installation of conveyor system in 2017 was taken, however, due to landslide occurring, all progress was delayed.
3. The Company had already paid the corporate income tax. No additional payment required.

Mr. Pravit Wirotwongchai
An individual shareholder
attending in person

made the inquiry that

Regarding high debt to equity ratio, what is the maximum of debt limit that the Company could have?

Mr. Kavit Sirison
Chief Financial Officer

clarified that

According to terms and conditions of financial institution in relation to the loans, Interest Bearing Debt-to-Equity must not exceed by 2 which was in line with the terms in the year of 2017. However, the Company will comply with the terms and conditions of financial institution.

Mr. Pravit Wirotwongchai
An individual shareholder
attending in person

made the inquiry that

In the case that the Company obtained a new project which needed investment, could the Company still loan a fund? Otherwise, did the Company have any plan?

Mr. Kavit Sirison
Chief Financial Officer

clarified that

In case the Company obtained a new project, some investment fund might be a loan for investment in a new project. However, Mae Moh 8 project and Hongsa mine project are expected to gain some benefit to increase the capital of the

Company, and to maintain Interest Bearing Debt-to-Equity.

Mr. Pravit Wirotwongchai An individual shareholder attending in person	made the inquiry that	In case the Company obtained a new project such as Mae Moh 8 project, how much funds would it need?
Mr. Sasavat Sirison Chief Executive Officer	clarified that	Approximately Million Baht 7,000 had already been invested in Mae Moh 8 project in which the debt to equity ratio of the Company does not exceed 2 to 1. In the future, the Company would need to consider how much funds for a new project was needed. Cash flow and working capital would be considered prior to an increasing of capital of the Company. The current policy is to maintain Interest Bearing Debt-to-Equity by 2:1.
Mr. Pravit Wirotwongchai An individual shareholder attending in person	made the following inquiries that	<ol style="list-style-type: none"> 1. Was an undertaking work engaged in the Mae Moh 8 project divided into two parts which are preparation and operation process by machine? 2. Was the majority of work to maintain profit margin? 3. Due to high expenses spent to hire outsources for land work, did it cause higher price per unit to maintain profit margin?
Mr. Sasavat Sirison Chief Executive Officer	clarified that	To comply with the policy, the Company tried to maintain profit margin by having Net Profit at the rate of 10 percent, IRR at the rate of 12, when we were bidding.
Mr. Pravit Wirotwongchai An individual shareholder attending in person	made the inquiry that	Was this an average annual return?
Mr. Sasavat Sirison Chief Executive Officer	clarified that	In each year, the price would be varied by expense which needed to be considered each year. The Company tried to equally maintain the return.

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 of the Company for the fiscal year ended December 31, 2017, detailed as follows:

Approval	577,121,225	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 (278) 577,121,225 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 5 To consider and approve the allocation of the profits from the operation of the Company for the fiscal year ended December 31, 2017 as legal reserves, and the dividend payment for the fiscal year ended December 31, 2017

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.

Currently, the Company has a registered capital in the amount of Baht 1,150,000,000. The Company's legal reserve is equal to Baht 54,582,441, equivalent to 4.75 percent of the registered capital of the Company, which has not yet reached 10 percent the registered capital of the Company. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the allocation of profit from the operation of the Company for the fiscal year ended December 31, 2017 in the amount of Baht 13,128,793, equivalent to 5 percent of the net profit for the fiscal year ended December 31, 2017 as legal reserves. The legal reserve of the Company shall be Baht 67,711,234, equivalent to 5.89 percent of the registered capital of the Company after such allocation.

According to the Company's policy to pay dividends to all shareholders at the rate of no less than 40 percent of the net profits after deducting income tax and appropriation of legal reserve, thus, the Company deemed it appropriate to approve the distribution of net profit at the rate of Baht 0.1222 per share, in the sum of Baht 138,681,132, equivalent to 39.97 percent of the total net profit in accordance with the Company's separate financial statement after deducting income tax and appropriation of legal reserve.

In this regard, the Company determines the date for determining the name of shareholders who shall be entitled to receive such dividend payment (Record Date) on April 27, 2018. The dividend payment shall be made on May 11, 2018. The Company has a policy to pay dividends to all shareholders at the rate of no less than 40 percent of the net profit in accordance with the Company's separate financial statement after deducting income tax and appropriation of legal reserve as specified by the laws and Article of Association of the Company. However, such dividend payment shall be adjusted depending on the cash flow and the investment plan, including other appropriation specified by the Board of Directors as deemed appropriate. Therefore, the annual dividends payment shall be approved by the Annual General

Meeting of Shareholders unless it is an interim dividend payment which the Board of Directors shall approve an interim dividend payment from time to time if the Company has sufficient net profit to do so. The said interim dividend payment shall be reported to the next Annual General Meeting of Shareholders.

Mr. Kavit Sirison, Chief Financial Officer, proposed to the Annual General Meeting of Shareholders to consider the following 2 matters.

1. To approve the allocation of net profit from the operation of the Company of the fiscal year ended December 31, 2016 for legal reserve at Baht 13,128,793, equivalent to 5 percent of net profit of the fiscal year ended December 31, 2017.
2. To approve the allocation of dividend payment for the fiscal year ended December 31, 2017 which gives the total amount of dividend at Baht 138,681,132, which is equivalent to 39.97 percent of the net profit in accordance with the Company's separate financial statement after deducting corporate income tax and the legal reserve.

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. Metee Aksornsutthikul An individual shareholder attending in person	made the inquiry whether	Is the Company paying the dividend not exceeding 40 percent according to the policy?
The Chariman	answered that	Yes
Mr. Somchai Rangrisakolsawat An individual shareholder attending in person	made the inquiry whether	The dividend payment would not exceed 40 percent in accordance with the Company's policy?
Mr. Kavit Sirison Chief Financial Officer	clarified that	Upon dividend payment not less than 40 percent policy of the Company, it depended on status of work, demand for money, status of investment and management of the Company. The Company needed to store up some money to be a cash flow and additional investment funds such as investment in Hongsa project and demand for money regarding an issuance of Bill of Exchange (B/E).

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 allocation of the profits from the operation of the Company for the fiscal year ended December 31, 2017 as legal reserves and the dividend payment for the fiscal year ended December 31, 2017. In this regard, the Company shall pay the dividend for the fiscal year ended December 31, 2017 to the shareholders of the Company whose

name appeared in the shareholders register book on the record date of April 27, 2018, who shall be entitled to receive such dividend. The dividend payment will be made on May 11, 2018, detailed as follows:

1. To approve the allocation of net profit from the operation of the Company of the fiscal year ended December 31, 2016 for legal reserve at Baht 13,128,793, equivalent to 5 percent of net profit of the fiscal year ended December 31, 2017.

Approval	578,158,426	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 (284)	578,158,426	votes,	Equivalent	100.0000

2. To approve the allocation of dividend payment for the fiscal year ended December 31, 2017 which gives the total amount of dividend at Baht 138,681,132, which is equivalent 39.97 percent of the net profit in accordance with the Company's separate financial statement after deducting corporate income tax and the legal reserve.

Approval	571,676,626	votes,	Equivalent	98.8789
Disapproval	6,481,800	votes,	Equivalent	1.1211
Abstention	0	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (284)	578,158,426	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 6 To consider and approve the election of the directors to replace those who retire 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 2018 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation as follows:

- 1) Mr. Somboon Manenava
- 2) Mrs. Kingthien Bang-Or

- 3) Mr. Sirichai Towiriyawate
- 4) Dr. Mongkon Laoworapong

The Chairman additionally informed the Meeting that due to the physical health of Mr. Somboon Manenava who presided as a Chairman of the Board, he has intention not to be re-elected for another term as a Director of the Company. Thus, the Board of Directors has considered and proposed M.R. Pridiyathorn Devakula to be elected as the director of the Company in replacement of Mr. Somboon Manenava. In this regard, Mr. Noppun Muangkote, Vice Chairman of The Board (“Vice Chairman”) had been assigned to preside over the Meeting.

In compliance with the suggestion of Thai Investors Association and Minority Shareholders, the Vice Chairman invited the 3 directors who are due to retire by rotation, excluding Mr. Somboon Manenava, who will not be re-elected, to temporarily exit the meeting room for consideration of this agenda.

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 2018 Annual General Meeting of Shareholders and viewed that these 3 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. In addition, it is deemed appropriate to propose the Annual General Meeting of Shareholders to consider and appoint M.R. Pridiyathorn Devakula, who has appropriate qualification, knowledge, ability and experience to perform the position of the Director of the Company.

List of directors who are due to retire by rotation	Position	Number attending the 2017 Board of Director's Meeting	Number attending the 2017 Sub Director's Meeting	Years of holding the position of Director of the Company
1. Mr. Somboon Manenava	Independent Director / Chairman of the Board	7/8	-	3
2. Mrs. Kingthien Bang-Or	Independent Director / Audit Committee	8/8	5/5	3
3. Mr. Sirichai Towiriyawate	Independent Director / Chairman of Audit Committee	8/8	5/5	3
4. Dr. Mongkon Laoworapong	Independent Director / Audit Committee	8/8	5/5	3

After the 3 directors left the meeting room, the Vice Chairman additionally informed the Meeting that to comply with the suggestions and guidelines of the shareholders' meeting of Securities and Exchange Commission and in compliance with the principles of good corporate governance, this agenda will be elected director individually.

In this regards, profile and work experience of the 4 directors who retire by rotation for re-election as directors are as shown in **Enclosure 4**, which was sent to the shareholders together with the invitation to the Meeting.

The Vice 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 election of (1) Mrs. Kingthien Bang-Or (2) Mr. Sirichai Towiriyawate (3) Dr. Mongkon Laoworapong 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 Mrs. Kingthien Bang-or as a director

Approval	578,060,926	votes,	Equivalent	99.9957
Disapproval	25,000	votes,	Equivalent	0.0043
Abstention	0	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (284)	578,085,926	votes,	Equivalent	100.0000

2. Approved the election Mr. Sirichai Towiriyawate as a director

Approval	578,070,926	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0000
Abstention	15,000	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (284)	578,085,926	votes,	Equivalent	100.0000

3. Approved the election Dr. Mongkon Laoworapong as a director

Approval	578,070,926	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0000
Abstention	15,000	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (284)	578,085,926	votes,	Equivalent	100.0000

4. Approved the election M.R. Pridiyathorn Devakula as a director

Approval	508,146,426	votes,	Equivalent	100.0000
Disapproval	0	votes,	Equivalent	0.0000
Abstention	15,000	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (285)	508,161,426	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.

The Vice Chairman invited the 3 directors back to the meeting room for proceeding with the next agenda.

Agenda 7 To consider and approve remuneration of the Board of Directors for 2018

The Vice 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 2018 Annual General Meeting to approve remuneration of the Board of Directors for 2018 of not exceeding Baht 5,000,000 as details below:

	Year 2018	Year 2017
Monthly Remuneration of the Board of Directors		
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
Director who is not the executives	15,000 Baht / Month	15,000 Baht / Month
Director who is the executives	-	-
Meeting allowance		
Director who is the executive	15,000 Baht / a meeting attended	15,000 Baht / a meeting attended
Audit Committee	10,000 Baht / a meeting attended	10,000 Baht / a meeting attended
Director who is the executive	8,000 Baht / a meeting attended	8,000 Baht / a meeting attended

The Vice 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 remunerations of the Board of Directors for 2018, detailed as follows:

Approval	475,908,726	votes,	Equivalent	99.9968
Disapproval	15,000	votes,	Equivalent	0.0032
Abstention	0	votes,	Equivalent	0.0000
Voided	0	votes,	Equivalent	0.0000
Total (277)	475,923,726	votes,	Equivalent	100.0000

Resolution A resolution on this agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders attending the Meeting, **including** abstentions from the calculation base.

Agenda 8 To consider and approve appointment of the auditor and fix the audit fee for the year 2018.

The Vice 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, 2017 and viewed that the proposed audit fee is suitable to the scope of services. It is deemed appropriate to propose the 2018 Annual General Meeting of Shareholders to consider and approve the audit fee for the fiscal year ended on December 31, 2018 in the amount of Baht 3,340,000. It is increased to 5.8 percent from the 2017 which is Baht 3,155,000, 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 Annual General Meeting of Shareholders to appoint auditors from Grant Thornton Co., Ltd for the fiscal year ended on December 31, 2018 and appoint the audit fee in the amount of Baht 3,340,000 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, 2018. The primary audit fee of the Joint Ventures is Baht 430,000.

The Vice 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 to fix the audit fee for the year 2018, detailed as follows:

Approval	578,146,426	votes,	Equivalent	99.9974
Disapproval	15,000	votes,	Equivalent	0.0026
Abstention	0	votes,	Not constituted as vote	
Voided	0	votes,	Not constituted as vote	
Total (286)	578,161,426	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 9 To consider and approve the issuance and offering of the additional debenture

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

Mr.Kavit Sirison clarified to the Meeting that to increase the sources of funds of the Company; the main source of fund of the Company is currently from financial institutions loans, to be the working capital of the business of the Company, and to strengthen the financial conditions of the Company. The Board of Directors deems appropriate to propose the Annual General Meeting to consider and approve the issuance and offering debentures, with a total value not exceeding Baht 1,000,000,000, details as follows;

<u>Type</u>	All types of debenture, specified or unspecified names of the holders, unsubordinated, secured or unsecured and with or without representatives of the debenture holders
<u>Total Value of Debenture:</u>	Not exceeding Baht 1,000 (One Thousand) million.
<u>Price per Unit:</u>	Baht 1,000 (One Thousand)
<u>Interest Rate:</u>	Depending on the appropriateness and prevailing market conditions at such time the debentures are issued and offered.
<u>Maturity:</u>	The Board of Directors of the Company and/or assigned person from the Board of Directors shall have the power to consider maturity of debenture depending on the appropriateness to the type of debenture, type of payment and prevailing market conditions
<u>Offering:</u>	The dentures will be offered in Thailand and/or abroad, to the public and/or institutional investors and/or high net worth investors and/or specific investors. Such offerings may be offered in one or several offerings and/or on a revolving basis. In addition, the issuance and offering can be in separate occasions, issuance and offering to existing holders of debentures that are going to mature or be redeemed prior to maturity. In this regard, the Company will comply with laws, rules, regulations and 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 the debentures issued under the total offering amount authorized above, the Company may issue and offer additional debentures in substitution of the debentures so redeemed or repaid.

The Board of Directors of the Company or any person assigned by Board of Directors of the Company shall have the power as follows:

1) To determine details and other conditions relating to the issuance and offering of the debentures such as its name, offering procedures, offering amount of each issuance, type of debenture, security, offering price per unit, term of maturity, period of redemption, early redemption, interest rate, method of principal and interest repayment, allocation process and other details of offering, including to list the debentures as listed securities on the Stock Exchange of Thailand or The Thai Bond Market Association or other secondary market(s);

2) To appoint financial advisors and/or underwriters and/or credit rating agencies and/or relevant persons with respect to the issuance and offering of the debentures;

3) To negotiate, enter into, execute any relevant documents and agreements, and take any action necessary for and in relation to the issuance and offering of the debentures, including to list the debentures as listed securities on the Stock Exchange of Thailand or The Thai Bond Market Association or other secondary market(s), and to obtain approval from, disclose information to and do other acts and things with the relevant authorities.

It is deemed appropriate to propose to the Shareholders' Meeting for approval on issuance and offering of the additional debenture.

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. Arthit Suthi An individual shareholder attending in person	made the inquiry whether	The Company could explain the details of issuance of additional debenture such as timeline of an issuance, and in-charged director?
Mr. Kavit Sirison Chief Financial Officer	clarified that	Baht 1,000,000,000 was a credit line for an issuance of additional debenture to be used for management of the Company in the future and market status. For details of an additional debenture such as name, interest rate and redemption period, the Company would assign any director or any person assigned by Board of to be performing of such details.
Mr. Sasavat Sirison Chief Executive Officer	additionally clarified that	An issuance of additional debenture as type and timeline would depend on demand and advice of the Company's financial advisor.
Ms. Wanpimon Korprasert A proxy of shareholder	additionally commented that	According to Public Limited Companies Act, the Company could not issue the

additional debenture without consent from the Shareholders. This preparation was used for support of future investment or alternative resource instead of financial institution because it was cheaper. In case of necessity, the Company can immediately issue the additional debenture. It is set for limit of financial amount. The Shareholder's approval is not required when the additional debenture is redeemed; such additional debenture will be redeemed automatically. In case the Company redeems early the additional debenture, the Company will have the right to redeem it without having approval of the Shareholders.

Mr.Krairerk Potiaphiyanwisuth A proxy of shareholder	made the following inquiries that	<ol style="list-style-type: none"> 1. How long would it take to issue the additional debenture? 2. Baht 1,000,000,000 of credit line was too low, could the Company set more limit of the financial amount?
Mr. Kavit Sirison Chief Financial Officer	clarified that	Baht 1,000,000,000 should be sufficient for 1 year. The Company tried not to create debt exceeding the demand.
Ms. Wanpimon Korprasert A proxy of shareholder	additionally commented that	Pursuant to issuance of the additional debenture, the Company would not stipulate term of the additional debenture because it would affect the flexibility of the Company in terms of long term investment. However, the term of the additional debenture would be decided by the directors or executive.
Mr. Metee Aksornsutthikul An individual shareholder attending in person	made the inquiry that	The term of the additional debenture asked by other shareholder was not about its term but when the Company would issue the additional debenture?
Ms. Wanpimon Korprasert A proxy of shareholder	additionally commented that	Term meant term of the additional debenture. The additional debenture did not have the term itself, different from newly issued ordinary share as PP or PO, because it affected the share price in the market. The Company could issue the additional debenture until reaching the limit of financial amount approved by shareholder. In case the financial amount is full or no longer needed, the Company might consider whether or not to revoke

the additional debenture. Pursuant to SET50, the financial amount is still available in some companies for issuing the additional debenture in such financial amount.

Mr. Somchai Rangrisakolsawat made the inquiry that
An individual shareholder
attending in person

The purpose of issuance of the additional debenture must be made in order to maintain rating for company's credibility, what is the purpose of issuance of the additional debenture?

Mr. Kavit Sirison clarified that
Chief Financial Officer

The purpose of issuance of the additional debenture might or might not be required. However, the purpose was as follows:

(i) Increasing financial strength and liquidity (ii) Supporting new investment in the future (iii) Liquidity of Bill of Exchange. In case the issuance of the additional debenture was able to decrease the finance costs, the Company might use this solution instead of other financial resources.

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 issuance and offering of the additional debenture with a total value not exceeding Baht 1,000,000, detailed as follows:

Approval	574,461,426	votes,	Equivalent	99.3600
Disapproval	1,900,000	votes,	Equivalent	0.3286
Abstention	1,800,000	votes,	Equivalent	0.3113
Voided	0	votes,	Not constituted as vote	
Total (286)	578,161,426	votes,	Equivalent	100.0000

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 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.

Mr. Pravit Wirotwongchai made the inquiry that
An individual shareholder
attending in person

further to the landslide, would the Company focus on Mae Moh 7 project?

Mr. Noppun Muangkot Vice Chairman of The Board	clarified that	The Company would currently focus on Mae Moh 7 project due to there being no effect of landslide. Meanwhile, the Company was resolving the landslide crisis at Mae Moh 8 project.
Mr. Pravit Wirotwongchai An individual shareholder attending in person	made the following inquiries that	<ol style="list-style-type: none">1. According to Annual Report, page 145, regarding an accrued liability of Mae Moh 7 project, did Mae Moh 7 project belong to ITD-SQ Joint Venture?2. Pursuant to total accrued liability at the amount of Million Baht 71,000,000 of which Baht 22,000,000 had already been over a year, if the company cannot collect old debts, will the company's cash flow cause any problem?
Mr. Kavit Sirison Chief Financial Officer	clarified that	Those items under Annual Report, was accrued liability of ITD-SQ Joint Venture. For management fee, it was not the service fee that were undertaken by the Company.
Mr. Pravit Wirotwongchai An individual shareholder attending in person	provided suggestion that	Mae Moh 7 project created the debt exceeding the limitation; the Company should increase efficiency of debt collection.
Mr. Kavit Sirison Chief Financial Officer	clarified that	The suggestion was acknowledged by the Company and would be discussed in the next Board of Directors Meeting. However, we did confirm that there was no relevance of service fee. It is related to management fee.
Mr. Pravit Wirotwongchai An individual shareholder attending in person	made the inquiry that	Due to the Backlog of Mae Moh 7 project being approximately Million Baht 1,400 would this affect the overdue payment term? When would Mae Moh 7 project be done?
Mr. Kavit Sirison Chief Financial Officer	clarified that	According to Mae Moh 7 project agreement, it might be done in the beginning of 2020.
Mr. Krairerk Potiaphiyanwisuth A proxy of shareholder	made the following inquiries that	<ol style="list-style-type: none">1. Could the Company explain the details of investment in Hongsa project and project operated in Myanmar in 2018?2. Pursuant to the financial statement which stipulated the price of Hongsa project and Mae Moh 8 project, was the agreement of project in Myanmar same as or similar to Hongsa or Mae Moh 8

		project agreement?
Mr. Kavit Sirison Chief Financial Officer	clarified that	Million Baht 45-50 would be invested in project in Myanmar in 2018, which costs Million Baht 300-400 for the whole project. For Hongsa project, approximately Million Baht 200 would be invested in purchasing a new machine, which would be imported around the middle of the year. Thus, the Company could operate the project by that time.
Mr. Sasavat Sirison Chief Executive Officer	additional clarified that	For Tin mine project in Myanmar, our obligations were excavating and mineral work which needed a lot of investment fund in the machine and equipment. However, the revenue of its project was not same as Hongsa project or Mae Moh project.
Mr. Somsak Likasitkarnchanakul An individual shareholder attending in person and a proxy of shareholder	made the following inquiries	Because of instability in operation of the project, could the Company summarize the Backlog of each project to be recognized by investors?
Mr. Noppun Muangkot Vice Chairman of The Board	clarified that	Plan and timeline was already prepared and would be proposed to the next Meeting.
Mr. Arthit Suthi An individual shareholder attending in person	made the inquiry that	Could the Company clarify details and progress of potash mine?
Mr. Sasavat Sirison Chief Executive Officer	clarified that	The Company was initially negotiating with Asean Potash Chaiphum Public Company Limited, that was a concessionary in China and Belarus, for management of machine Although capital budget was Million US Dollar 710 the project price would be considered.
Mr. Channarong Kraisrisirikul An individual shareholder attending in person	made the inquiry that	Due to the landslide at Mea Moh 8 project and 2 month delay, and in case the Company would be able to re-operate in June 2018, would the Company make-up the lost progress?
Mr. Sasavat Sirison Chief Executive Officer	clarified that	No. Due to the design of the machine, it could not make-up the lost progress. However, the Company was negotiating with EGAT to claim for such damage
Mr. Pornprom Karnchanachari Legal Advisor	provided suggestion that	The shareholders might send his inquiry via Company's website prior to the Meeting. Thus, those inquiries could be considered

and the answer prepared. Due to the limitation of the laws, some inquiries could not be answered, and needed to be discussed with the Stock Exchange of Thailand.

There were no further shareholders who provided suggestions and made inquiries for consideration of the Meeting. The Vice Chairman expressed his appreciation to all meeting attendees for attending the meeting and proposed that the 2018 Annual General Meeting of Shareholders be adjourned at 16.00 hours.

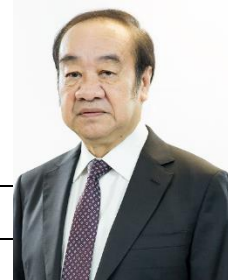
Signed.....

(Mr. Noppun Muangkote)
Vice Chairman of the Board

Signed.....

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

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



Name	Mr. Noppun Muangkote
Age (Year)	71
Address	4/303 Moo 5, (Soi Ladprao 66)The Monument, Bangkhen, Bangkok
Position	Vice Chairman / Chairman of Executive Committee
Director Training	Diploma, Springfield Township High Director Accreditation Program (DAP) 43/2002
State Date of Directorship	2 March 2015
Tenure	3 years
% Shareholding	15,701,000.00 Shares (1.38% of Shareholding)
Highest Education	Bachelor degree of Laws (Honors), Thammasat University Thai Bar Association, Bar Association Master degree of Laws (LL.M.Corporations), New York University, New York, USA
Working Experiences	1981 – Present Director, International Business Lawyers Limited 1990 - Present Vice Chairman, Sahakol Equipment Public Company Limited 2001 - Present Independent Director / Chairman of the Audit Committee, AEON Thana Sinsap (Thailand) Public Company Limited 2001 - Present Independent Director / Chairman of Nomination Committee Amata Corporation Public Company Limited 2005 - Present Director, PF Control Co., Ltd. 2007 - present Independent Director / Chairman of the Audit Committee, Charoen Sin Property Company Limited
Illegal Record in past 10 year	- None -
Relationship with Management	- None -
Other company that compete with / relate to company that may cause conflict of interest	- None -
Attendance of Meeting in 2018 ● The Board of Directors' Meeting ● Executive Committee's Meeting	7 / 7
Illegal Record in Past 10 years	- None -
Relationship with Management	- None -

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



Name	Mr. Sasavat Sirison
Age (Year)	56
Address	47/10 Moo 3 Ngamwongwan Rd., Ladyao, Chatuchak, Bangkok
Position	Director / Chief Executive Officer
Director Training	Director Accreditation Program (DAP) 94/2012 Director Certification Program (DCP) รุ่นที่ 244/2017
State Date of Directorship	2 March 2015
Tenure	3 years
% Shareholding	2,297,150 Shares (0.20% of Shareholding)
Highest Education	Master degree of Business Administration Ohio University, Ohio, USA Bachelor degree of Engineering Chulalongkorn University
Working Experiences	2015 - Present Chief Executive Officer, Sahakol Equipment Public Company Limited 2003 - 2015 Vice Chairman, Sahakol Equipment Company Limited 2003 - Present Chairman, SVP Co., Ltd. 1988 – 2003 Director and Deputy Managing Director, Sahakol Engineer Company Limited
Illegal Record in past 10 year	- None -
Relationship with Management	Older brother of Mr.Vitavat Sirison, Mr.Pavat Sirison and Mr.Kavit Sirison
Other company that compete with / relate to company that my cause conflict of interest	- None -
Attendance of Meeting in 2018 <ul style="list-style-type: none"> The Board of Directors' Meeting Executive Committee's Meeting 	7 / 7
Illegal Record in Past 10 years	- None -
Relationship with Management	- None -

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



Name	Mr. Chalee Ruksuthee
Age (Year)	60
Address	28/137 m.Pruekpirom, Kanchanapisek Rd, Bang Muang, Bang Yai, Nonthaburi
Position	Director
State Date of Directorship	Director Accreditation Program (DAP) 114/2015
Tenure	2 March 2015
Tenure	3 years
% Shareholding	75,000 Shares (0.01% of Shareholding)
Highest Education	<ul style="list-style-type: none"> - Master degree of Management Financial management Mahidol University - Bachelor degree of Accountancy University of the Thai Chamber of Commerce
Working Experiences	2015 – Present Director, Sahakol Equipment Public Company Limited 2016 – Present Director, AS Associates Engineering (1964) Limited 2012 – 2015 Director, Sahakol Equipment Company Limited 1988 – 2015 Finance Manager, AS Associates Engineering (1964) Limited
Illegal Record in past 10 year	- None -
Relationship with Management	- None -
Other company that compete with / relate to company that my cause conflict of interest	- None -
Attendance of Meeting in 2018 <ul style="list-style-type: none"> • The Board of Directors' Meeting • Executive Committee's Meeting 	6 / 7
Illegal Record in Past 10 years	- None -
Relationship with Management	- None -

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



Name	Mr. Pichet Mahunsukon
Age (Year)	57
Address	542/65, Yuen Charoen Village 542, Pracharat Bamphen Road, Samsen Nok Subdistrict, Huai Khwang District, Bangkok 10310
Position	Independent Director
Director Training	-None -
State Date of Directorship	15 March 2018
Tenure	1 years
% Shareholding	-None -
Highest Education	Bachelor degree of Laws, Ramkhamhaeng University
Working Experiences	<p>1997 – Present Managing Director of Bangkok Law Office & Associate Co.,Ltd.</p> <p>2014 – Present Legal consultant of TPK ETHANOL Co.,Ltd.</p> <p>2015 – Present Legal consultant of Pathum Vegetable Oil Company Limited</p> <p>2015 – Present Legal consultant of Protector nutation Co.,Ltd.</p> <p>2011 – Present Legal consultant of The First Thai Brush Co.,Ltd.</p> <p>2007 – Present Legal consultant of Thai-Europe Feed Co.,Ltd.</p>
Illegal Record in past 10 year	-None -
Relationship with Management	-None -
Other company that compete with / relate to company that my cause conflict of interest	-None -
Attendance of Meeting in 2018 <ul style="list-style-type: none"> The Board of Directors' Meeting Executive Committee's Meeting 	5 / 5
Illegal Record in Past 10 years	- None -
Relationship with Management	- None -
Illegal Record in Past 10 years	- None -
Relationship with Management	- None -



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	: 48 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

**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 : 20 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

**Auditor Profile****Grant Thornton Limited, Thailand**

Name : Mr. Teerasak Chuasrisakul

Title : Audit Partner

Registration no. 6624

Thai CPA Authorized auditor for listed companies in SET

Education : • BBA in Accounting,
University of The Thai Chamber of Commerce
• Higher Diploma on Auditing, Chulalongkorn University

Auditing experiences : 21 years

Sector of Experiences

2002 – Present : Partner, Grant Thornton Limited

2017 - Present : Management Accounting Profession Committee,
Federation of Accounting Professions

2014 - 2017 : Accounting Profession Development Sub-Committee,
Federation of Accounting Professions

2012 – 2014 : Development Quality Control Sub-Committee,
Federation of Accounting Professions

1998 – 2002 : Auditor, BDO Richfield Co., Ltd.

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

Contact information : Tel: 02-2058222
Email: teerasak.chuasrisakul@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	: 17 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

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, 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.

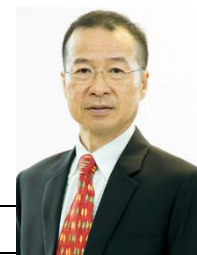
6. The Independent Director must not have been a professional service provider, including providing legal counsel and financial advisory services and receiving remuneration amounting over two million baht per year from the Company, its parent company, its subsidiary, its joint ventures, major shareholders 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



Name	Mr.Sirichai Towiriyawate	
Age (Year)	55	
Address	20/217 Moo 9, Bangtan Sub-District, Parkkerd District, Nontaburi 11120	
Position	Independent Director / Chairman of Audit Committee	
Director Training	<ul style="list-style-type: none"> • Director Certification Program (DCP) 244/ 2017 • Risk Management Program for Corporate Leader (RCL) 1/2015 • Director Accreditation Program (DAP) 79/2009 	
Highest Education	<ul style="list-style-type: none"> • Master degree of Business Administration University of Florida,USA • Bachelor degree of Engineering, Chulalongkorn University 	
Working Experiences	<p>2016 – Present Audit Committee of Firetrade Engineering Public Company Limited.</p> <p>2015 – Present Vice President Investment and Risk Management of Principal Capital PLC.</p> <p>2014 – Present Director of Convergence Systems Company Limited</p> <p>2014 – 2015 Managing Director of TEN M.D. Nakornsawan Company Limited</p> <p>2014 – 2015 Managing Director of Alliance Medical Asia Company Limited</p> <p>2013 -2014 Vice President, Investment Department of Bumrungrad Hospital Public Company Limited</p>	
Illegal Record in past 10 year	- None -	
Relationship with Management	- None -	
Conflict of Interest in this meeting	Agenda 7:To consider and approve the determination of the directors' remunerations for year 2019	
Having the following interests in the company, parent company, subsidiaries, affiliates or any legal entities that have conflicts at present or in the past 3 years		
1.Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee	- None -	
2.Being a professional service provider (i.e., auditor, lawyer)	- None -	
3.Having the significant business relations that may affect the ability to perform independently	- None -	

The Information of Independent Director to present as proxy



Name	Mrs.Kingtien Bang-Or
Age (Year)	74
Address	88/63 Soi Sridarn 22 Srinakarin Road. BangkeawSub-District, Bangplee District, Sumutprakarn 10540
Position	Independent Director / Audit Committee
Director Training	<ul style="list-style-type: none"> • Director Certification Program (DCP) 53/2005 • Director Accreditation Program (DAP) 1/2007
Highest Education	<ul style="list-style-type: none"> • Master degree of Business Administration, Thammasat University • Bachelor degree of Accounting, Thammasat University
Working Experiences	2005 – Present Advisory Com-Link Company Limited 2006 – Present Chairman of the board / Audit committee Thai Film Industries Public Company Limited 2006 – 2018 Independent director / Audit committee Thai Wire Products Public Company Limited 1992 - 2004 Assistant Managing Director Com-Link Company Limited
Illegal Record in past 10 year	- None -
Relationship with Management	- None -
Conflict of Interest in this meeting	Agenda 7: To consider and approve the determination of the directors' remunerations for year 2019
Having the following interests in the company, parent company, subsidiaries, affiliates or any legal entities that have conflicts at present or in the past 3 years	
1. Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee	- None -
2. Being a professional service provider (i.e., auditor, lawyer)	- None -
3. Having the significant business relations that may affect the ability to perform independently	- None -

The Information of Independent Director to present as proxy



Name	Dr.Mongkol Laoworapong	
Age (Year)	49	
Address	61Soi Sathupradit 6 thungwatdon Sathorn Bangkok 10120	
Position	Independent Director / Audit Committee	
Director Training	<ul style="list-style-type: none">• Successful Formulation & Execution the Strategy (SFE) 15/2012• Monitoring the Internal Audit Function(MIA) 3/2008• Director Certification Program (DCP) 88/2007• Advance Audit Committee Program (AAP) 18/2007• Director Accreditation Program (DAP) BJC/2004• How to Measure the Success of Corporate Strategy (HMS) 3/2013• Chartered Director Class (CDC) 8/2014• Boardroom Success through Financing and Investment (BFI) 5/2018	
Highest Education	<ul style="list-style-type: none">• Doctor of Accounting (International Program) Thammasat University• Master degree of Accounting Thammasat University• Bachelor degree of Accounting Thammasat University	
Working Experiences	2018 – Present Audit Committee of AEON Thana Sinsap (Thailand) Public Company Limited 2016 – Present Audit Committee of Applied DB Industrial Public Company Limited 2009 – Present Instructor (Accounting) of Thammasat University 2011 – Present Audit Committee / Independent Director of C.P.L. Group Public Company Limited 2011 – Present Director of Charoensin Asset Company Limited 2016 – Present Chief Financial Officer of Bangpakong Terminal Public Company Limited 2016 – Present Committee of Absolute Growth Company Limited 2015 – Present Auditor of Karin Audit Company Limited 2013 – 2015 Instructor (Accounting) of Assumption University	
Illegal Record in past 10 year	-None -	
Relationship with Management	-None -	
Conflict of Interest in this meeting	Agenda 7:To consider and approve the determination of the directors’ remunerations for year 2019	
Having the following interests in the company, parent company, subsidiaries, affiliates or any legal entities that have conflicts at present or in the past 3 years		
1.Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee		-None -

2. Being a professional service provider (i.e., auditor, lawyer)	- None -
3. Having the significant business relations that may affect the ability to perform independently	- None -

**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.

**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/investor-relation/>

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 6.** 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 April 19, 2019;
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, April 25, 2019 onwards at Room Venus, Miracle Grand Convention Hotel, Vibhavadi-Rangsit Road, Don Mueang District, Bangkok, as detailed in the Map of the Meeting Venue in **Enclosure 11**.

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

The Company will use the barcode system for the registration and vote counting. Shareholders and proxies are requested to present the Registration Form as per **Enclosure 1**, which is enclosed with this Invitation, and the following documents at the registration desk:

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

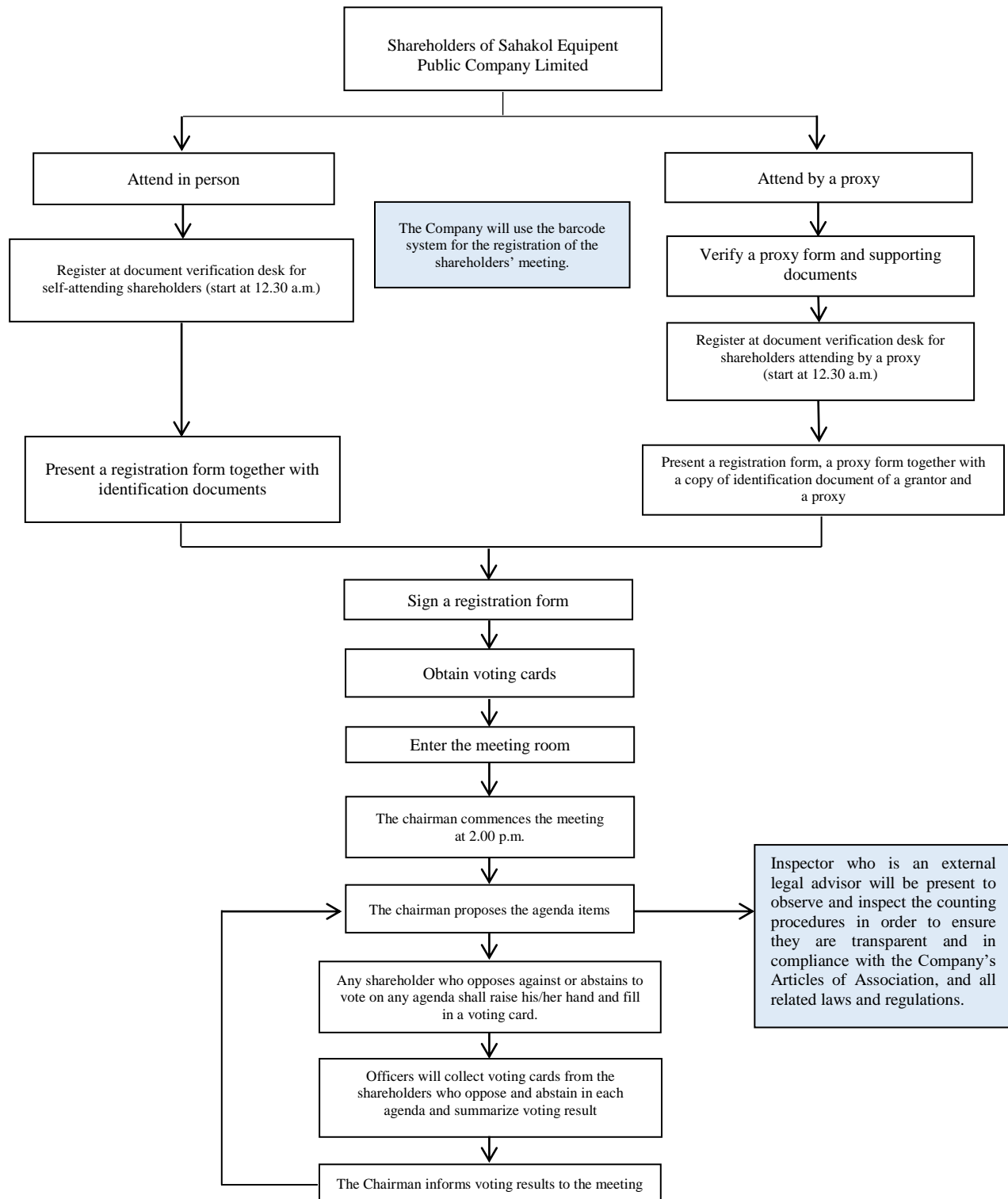
1. One share shall have one vote.

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 those 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 those 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.

**Procedures for Attending the 2019 Annual General Meeting of Shareholders
Sahakol Equipment Public Company Limited
on Thursday, April 25, 2019 at 2.00 p.m.**



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

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 สหกลวิคิพเม้นท์ 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:

☐ นาย ศิริชัย ไทวิริยะเวช Mr. Sirichai Towiriyawate

☐ นาง กิ่งเทียน บางอ้อ Mrs. Kingthien Bang-or

☐ ดร. มงคล เหล่าวรพงศ์ Dr. Mongkon Laoworapong

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2562)

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 6 of the Invitation of the 2019 Annual General Meeting of Shareholders).

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้องวินด์ โรงแรมมิราเคิล แกรนด์ คอนเวนชั่น กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on April 25, 2019 at 2.00 p.m. at Venus Room, Miracle Grand Convention Hotel Bangkok, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/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 ที่จะมอบฉันทะที่จะเลือกตั้งและตายตัว)

(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 สหกลอวิปเมนต์ 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 _____ ตำบลแขวง/ _____ อำเภอ _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบลแขวง/ _____ 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:

- ☐ นาย ศิริชัย ไตวิริยะเวช Mr. Sirichai Towiriyawate
☐ นาง กิ่งเทียน บางอ้อ Mrs. Kingthien Bang-or
☐ ดร. มงคล เหล่าวรพงศ์ Dr. Mongkon Laoworapong

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2562) 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 6 of the Invitation of the 2019 Annual General Meeting of Shareholders).

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้องวินด์ โฉงแรมมิราเคิล แกรนด์ คอนเวนชัน กรุงเทพมหานคร หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on April 25, 2019 at 2.00 p.m. at Venus Room, Miracle Grand Convention Hotel Bangkok, or such other date, time and place as the meeting may be held.

- (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 to be informed by the Chairman

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2

Agenda item no. 2

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561

To consider and adopt the Minutes of the 2018 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 ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3

Agenda item no. 3

พิจารณารับทราบรายงานผลการดำเนินงานของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2561

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

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4

Agenda item no. 4

พิจารณาอนุมัติรายงานและงบการเงินรวมของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2561

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

- ☐ 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 5

Agenda item no. 5

พิจารณาอนุมัติการงดจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2561 เป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2561

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

- ☐ 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:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6

Agenda item no. 6

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

To consider and approve the appointment of directors to replace those 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. ☐ เลือกตั้งกรรมการทั้งชุด

A. Election of entire group of nominated directors

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นายนพพันธ์ เมืองโคตร

Director's name Mr. Noppun Muangkote

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

2. ชื่อกรรมการ นายศาสวัต ศิริสรรพ

Director's name Mr. Sasavat Sirison

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

3. ชื่อกรรมการ นายชาลี รัชสุธี

Director's name Mr. Charlee Ruksuthee

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

4. ชื่อกรรมการ นายพิเชษฐ มหันต์สุคนธ์

Director's name Mr. Pichate Mahantasukol

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7

Agenda item no. 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2562

To consider and approve the remuneration of the Board of Directors for 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 8

Agenda item no. 8

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2562

To consider and approve the appointment of the auditor and fix the audit fee for 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 9

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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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 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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 สหกลอควิปเมนต์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 วันที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้องวีเนส โรงแรมมิราเคิล แกรนด์ คอนเวนชั่น กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Sahakol Equipment Public Company Limited at the 2019 Annual General Meeting of Shareholders on April 25, 2019 at 2.00 p.m. at Venus Room, Miracle Grand Convention Hotel 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



โรงแรม มิราเคิล แกรนด์ คอนเวนชั่น

88 ถนนกำแพงเพชร 6 วัฒนา-รังสิต แขวงตลาดบางเขน เขตหลักสี่ กรุงเทพฯ 10210

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