



**Invitation to the 2018 Annual General Meeting of  
Shareholders**

**Sahakol Equipment Public Company Limited  
on April 18, 2018 at 13:30 p.m.**

**At Room Ladprao, Centara Grand at Central Plaza  
Ladprao Bangkok**

*(Translation)*

April 3, 2018

Subject Invitation to the 2018 Annual General Meeting of Shareholders

Attention Shareholders

- Enclosures
1. Registration Form (Please bring this form on the meeting date);
  2. Copy of the Minutes of Annual General Meeting of Shareholders No. 1/2017 which held on April 25, 2017 (for agenda 2);
  3. Copy of Annual Report of the Company and the Company's Consolidated Financial Statement ended December 31, 2017 in CD-ROM Format (for agenda 3 and 4);
  4. Profiles and Work Experience of the Directors who Retire by Rotation for Re-election as Directors for Another Term of Office and the Nominated Candidate for the Election of New Director in Replace of Those Retired by Rotation (for agenda 6);
  5. Profile and Work Experience of the Auditors for the year 2018 (for agenda 8);
  6. Profiles of the Independent Directors for the Appointment as a Proxy of Shareholder 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 Annual General Meeting of Shareholders;
  10. Proxy 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 Room Ladprao, Centara Grand at Central Plaza Ladprao Bangkok

The Board of Directors' Meeting of Sahakol Public Company Limited (the "Company") No. 2/2018 held on March 15, 2018 resolved to convene the 2018 Annual General Meeting of Shareholders on Wednesday April 18, 2018 at 13.30 hrs. at Room Ladprao, Centara Grand at Central Plaza Ladprao, Vibhavadi Rangsit Road, Chatuchak District, Bangkok, to consider the following agenda items.

**Agenda 1 Matter informed by the Chairman**

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**

Facts and Rationale: The Company held the Annual General Meeting of Shareholders of 2017 on April 25, 2017, 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 2017 Annual General Meeting of Shareholders for consideration and adoption the said minutes by the Annual General Meeting of Shareholders.

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**

Facts and Rationale: The Company summarized the results of the Company's business operation and significant development occurred in the fiscal year 2017, the said details are presented in the 2017 Annual Report of the Company, the details of which are as shown in Enclosure 3.

Board of Directors' opinion: The Board deemed appropriate to propose the Company's operating performance in the fiscal year ended December 31, 2017 for acknowledgement of the Annual General Meeting of Shareholders.

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**

Facts and Rationale: In compliance with Section 112 of the Public Companies Limited Act B.E.2535 and Articles 39. of the Company's Article of Association stipulate 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, 2017 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. on December 31, 2017 as shown on the 2017 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:

**Consolidated Financial Statements**

Details		Fiscal year ended on 31st December		
		2015	2016	2017
Total assets	(Million Baht)	4,489.1	6,004.0	10,240.8
Total liabilities	(Million Baht)	3,749.4	3,753.4	7,662.6
Shareholders' equity	(Million Baht)	739.6	2,250.6	2,578.2
Revenues from Services	(Million Baht)	1,867.7	2,890.7	3,153.6
Cost of Services	(Million Baht)	(1,377.8)	(2,062.8)	(2,321.7)
Gross Profit	(Million Baht)	489.9	827.9	831.9
Net Profit	(Million Baht)	88.7	322.7	360.1
Earnings per share	(Baht/Share)	0.12	0.39	0.32

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve consolidated financial statements for the year ended December 31, 2017, which were audited by the external auditor and approved by the audit committee.

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 a legal reserves, and the dividend payment for the fiscal year ended December 31, 2017**

Facts and Rationale: 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 equals to Baht 54,582,441, equivalent to 4.75 percent of the registered capital of the Company, which 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 reserves 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 profit of the separate financial statement after deducting corporate income tax and the legal reserves. Thus, the Company deemed 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 the net profit of the separate financial statement after deducting corporate income tax and the 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.

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve as follows:

- Approved the allocation of net profit of the fiscal year ended December 31, 2017 for legal reserves at Baht 13,128,793,

equivalents to 5 percent of net profit of the fiscal year ended December 31, 2017.

- Approved 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 equivalents 39.97 percent of the net profit of the separate financial statement after deducting corporate income tax and the legal reserve.
- The first XD date shall be set on April 26, 2018.
- The dividend payment shall be made on May 11, 2018.

In this regard, a comparison of the Company's dividend payments for the fiscal year ended December 31, 2017 and December 31, 2016 are summarized as follows:

Details of Dividend Payment	Year 2017 (Proposed year)	Year 2016
1. Net profit after deducting corporate income tax and legal reserves (Baht)	346,961,829	309,672,522
2. Number of Shares (Share)	1,134,870,150	1,130,000,000
3. Par Value (Baht/Share)	1.00	1.00
4. Dividend Payment Rate (Baht/Share)		
4.1. Interim Dividend	0.00	0.00
4.2. Remaining Dividend	0.1222	0.05
5. Total Remaining Dividend (Baht/Share)	0.1222	0.05
6. Total Dividend Payment (Baht)	138,681,132	56,500,000
7. Dividend Payment Ratio (Percent)	39.97%	18.25%

**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**

##### Facts and Rationale:

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 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 2018 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation as follows:

- 1) Mr. Somboon Maneenava
- 2) Mrs. Kingthien Bang-or

3) Mr. Sirichai Towiriyawate

4) Dr. Mongkon Laoworapong

Due to the physical health of Mr. Somboon Maneenava, he has intention not to be re-elected for another term as a Director of the Company.

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 had performed their duties with care. 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 to the Annual General Meeting of Shareholders to consider and appoint M.R. Pridiyathorn Devakula whose qualifications, knowledge, and experiences are suitable for the position of the Director of the Company. The profiles and work experiences of the directors who will retire by rotation and be considered for re-election as directors are as shown in Enclosure 4.

In this regard, in order to promote the good governance practice, the Company had given an opportunity to one shareholder or several shareholders holding at least 5 percent of the Company's total issued shares to 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 had nominated any individual for consideration.

Board of Directors' opinion:

The Board, which is exclusive of the Directors who have a conflict of interest in this matter, deemed appropriate to propose the 2018 Annual General Meeting of Shareholders to approve the directors to be re-elected as follows:

1) Mrs. Kingthien Bang-Or

2) Mr. Sirichai Towiriyawate

3) Dr. Mongkon Laoworapong

However, Mr. Somboon Maneenava has a problem about his physical health, he has intention not to be re-elected for another term as a Director of the Company. The Board (exclusive of the Directors who have a conflict of interest in this matter) deemed appropriate to appoint M.R. Pridiyathorn Devakula who possess the appropriate qualifications, knowledge, ability and experiences to perform the position of the Director of the Company.

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

**Facts and Rationale:** In compliance with Section 90 of the Public Companies Limited Act B.E. 2535 and Article 22. of Company's Article 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 the duties and responsibilities of the Board of Directors and comparison with the same industry and with the similar sizes. It deems 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:

	<b>Year 2018 (Proposed year)</b>	<b>Year 2017</b>
<b>Monthly Remuneration</b>		
- Chairman of the Board	40,000 Baht / Month	40,000 Baht / Month
- Chairman of the Audit Committee	25,000 Baht / Month	25,000 Baht / Month
- Director who is not the management	15,000 Baht / Month	15,000 Baht / Month
- Director who is management	-	-
<b>Meeting allowance</b>		
- Director who is not the management	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
- Director who is management	8,000 Baht / a meeting attended	8,000 Baht / a meeting attended

**Board of Directors' opinion:** The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve the remuneration of the Company's Board of Directors for the year 2018 of not exceeding Baht 5,000,000.

**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 approve appointment of the auditor and fix the audit fee for the year 2018**

**Facts and Rationale:** 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 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. Somckid Tiatragul 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 audits 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, 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, the details of which are as below:

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

Board of Directors' opinion: The Board deems appropriate to propose the Annual General Meeting of Shareholders to approve appointment of the auditor and fix the audit fee for the year 2018 as follows:

- |                                  |                                      |
|----------------------------------|--------------------------------------|
| 1) Mr. Somckid Tiatragul         | Certified Public Accountant No. 2785 |
| 2) Mr. Teerasak Chuasrisakul     | Certified Public Accountant No. 6624 |
| 3) Ms. Kanyanat Sriratchatchaval | Certified Public Accountant No. 6549 |
| 4) Ms. Sansanee Poolsawat        | Certified Public Accountant No. 6977 |
| 5) Mr. Narin Churamongkol        | Certified Public Accountant No. 8593 |

The above auditors are from Grant Thornton Co., Ltd. to be the Company's auditors for the year 2018 and fix the audit fees at Baht 3,340,000.

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 issuance and offering of the additional debenture**

##### Facts and Rationale:

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 (One Billion Baht), 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 debentures 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 regards, 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.

Board of Directors' opinion:

The Board deems appropriate to propose to the Shareholders' Meeting for approval on issuance and offering of the additional debenture with the following details:

<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 debentures 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 regards, 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 and/or assigned person from the Board of Directors 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.

**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)**

The Company will disclose the 2018 Annual General Meeting itinerary and the agenda in advance on the Company's website (<http://www.sahakol.com>) prior to the Meeting. For any inquiries, please do not hesitate to contact Mr.Surapol Ounsuwan, the Company Secretary at [surapol@sahakol.com](mailto:surapol@sahakol.com). Tel: +66 2041 0888 ext. 66 or Fax: +66 2941 0881.

For a shareholder who wishes to appoint a proxy to attend the Meeting and vote on behalf of the shareholder, please choose and fill in either the proxy in Form A. or Form B. the details are as shown in Enclosure 10. For a foreign shareholder who deposits 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>

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 profile and work 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, to the 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 2041 0888 ext. 70. For the purpose of document verification, please submit all documentation to the Company by April 17, 2018.

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 procedures for attending the Annual General Meeting of Shareholders as set out in Enclosure 9.

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

Yours sincerely,  
Sahakol Equipment Public Company Limited

*-signature-*

(Mr.Somboon Manenava)  
Chairman of the Board of Directors

## **Minutes of the 2017 Annual General Meeting of Shareholders Sahakol Equipment Public Company Limited**

### **Date, Time and Venue**

The Meeting was held on Tuesday April 25, 2017 at 2.30 p.m., at Jupiter Room, Miracle Grand Convention Hotel, No. 99 Kampaengpet 6 Road, Talat Bang Khen Sub-District, Laksi District, Bangkok 10210

### **Preliminary Proceeding**

Mr. Grantarit Katesampan, acted as the Secretary to the 2017 Annual General Meeting of Shareholders (the “**Meeting**”) of Sahakol Equipment Public Company Limited (the “**Company**”), introduced the directors, the executives, the auditor and the independent legal advisors who attended the Meeting as follows;

### **Directors and Executives Present at the Meeting**

1. Mr. Somboon	Manenava	Independent Director / Chairman of the Board of Directors
2. Mr. Noppun	Muangkote	Vice Chairman of the Board of Directors
3. Mr. Sirichai	Towiriyawate	Independent Director / Chairman of the Audit Committee
4. Mrs. Kingthien	Bang-or	Independent Director / Member of the Audit Committee
5. Dr. Mongkon	Laoworapong	Independent Director / Member of the Audit Committee
6. Mr. Sasavat	Sirison	Director / Chief Executive Officer
7. Mr. Vitavat	Sirison	Director / Chief Operating Officer
8. Mr. Pavat	Sirison	Director / Chief Supply Chain Officer
9. Mr. Kavut	Sirison	Director / Chief Financial Officer
10. Mr. Chalee	Ruksuthee	Director

11. Mr. Kittirat	Thavilab	Director
12. Mrs. Wanphen	Kosittrueangchai	Director / Senior Vice-President, Accountant and Finance
13. Mr. Surapol	Oonsuwan	Company Secretary / Vice-President, Budget Management and Project Funding

**Advisors Present at the Meeting**

**Auditors**

Grant Thornton Company Limited

Mr. Teerasak Chuasrisakul / Auditor

**Independent Legal Advisors**

The Capital Law Office Limited

Miss Karnpitcha Kongkiattiwong / Legal Advisor

Mr. Buncha Krungrirun / Legal Advisor

Miss Phichamon Sungkharat / Legal Advisor

The Secretary to the Meeting informed the Meeting about the general information regarding the capital and shares of the Company as of the book closure date of April 5, 2017.

The Company had its registered capital of Baht 1,150,000,000 divided into 1,150,000,000 shares and the paid-up capital of Baht 1,130,000,000, divided into 1,130,000,000 shares, with a par value of Baht 1 per share.

In this Meeting, there were 213 shareholders present in person and by proxy, holding an aggregate of 788,368,195 shares, or representing 69.77 percent of the total issued shares of the Company. A quorum was, therefore, duly formed according to the Company's Articles of Association which stated that there must be no less than 25 shareholders attending a meeting in person and by proxy or no less than half of the shareholders of the Company, and there must collectively hold no less than one-third of the total issued shares of the Company.

Prior to the agenda items, the Secretary to the Meeting informed the Meeting that in this Meeting, the Company would use the barcode system of OJ International Company Limited for registration and vote count, and further informed the Meeting about the voting procedures and vote counting method as well as the case deemed as an invalid voting card (detailed as in the Invitation to the Meeting). In addition, it is informed to the Meeting that prior to casting vote on each agenda item, the Company would give the attendees an opportunity to make inquiries or

comments in relation to such agenda item as appropriate and requested the attendees to present his/her name to the Meeting before making inquiries or comments. In the event that any inquiries or comments were not directly related to the agenda item, the attendees would be requested to make such an inquiry or give such an opinion during the agenda item 9 (Other matters)

Moreover, the Secretary to the Meeting informed the Meeting that, at the Meeting, there were independent legal advisors from The Capital Law Office Limited to witness the vote count in order to promote the Company's good corporate governance.

Mr. Somboon Manenava, the Chairman of the Board of Directors, acted as the Chairman of the Meeting (the "**Chairman**"), declared the Meeting open and proceeded to conduct the Meeting in accordance with the agenda items, as specified in the Invitation to the Meeting as follows;

**Agenda Item 1**      **Message from the Chairman to the Meeting**

The Chairman welcomed and thanked all shareholders who sacrificed their time to attend this Meeting which was the first shareholders' meeting of the Company after the Company had been registered as the listed company in the Stock Exchange of Thailand ("**SET**") which deemed as an important change to the Company and the Chairman further reported to the Meeting as follows;

The Initial Public Offering (IPO) and becoming a listed company in the SET had benefit the Company immensely because it not only enhanced credibility and image but also gave the Company greater access to long-term financing resources through a variety of funding channels in the SET which could increase flexibility in financial management of the Company. In addition, it would give the Company opportunities to improve and expand its business with more stability and could help the Company in business succession in the long term as the Company could operate its business systematically by not solely relying on specific persons and it would be easier for the Company to attract talented employees. However, the Company realized that it was not easy to gain trust from the investors in fund raising in the future. Therefore, the Company must be managed and operated transparently and efficiently at all time by focusing on the compliance with the principle of good corporate governance of the Securities and Exchange Commission ("**SEC**") both in the past and present, creating good governance in the business operation in order to be accepted both domestically and internationally, and controlling the Company's operational standards to be always efficient. From over 40 years of experience in the mining business of which had resulted in outstanding expertise, the Company was a leader in this type of business.

The Company had set a goal to conduct business in the excavation and transporting of soil and minerals both domestically and internationally, which would lead the Company to the opportunities in business expansion, and long-term business succession plans. This would benefit

the Company, the shareholders and all other relevant persons such as creditors, debtors, business partners, investors, capital markets, and the nation in a whole.

Remark: This agenda was for acknowledgement and no casting of votes was required.

**Agenda Item 2      To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2016**

The Secretary to the Meeting informed the Meeting that the Company had prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2016 held on September 20, 2016, as detailed in **Enclosure 2** which had been submitted to the shareholders together with the Invitation to the Meeting.

The Secretary to the Meeting gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any query on the agenda item. The Secretary to the Meeting then requested the Meeting to pass a resolution on the agenda item.

**Resolution** the Meeting considered and resolved to adopt the minutes of the Extraordinary General Meeting of Shareholders No. 2/2016 held on September 20, 2016 as proposed with the following votes:

Shareholders' Votes	Number of Votes	Percentage
Approval	784,923,095	100
Disapproval	0	0
Abstention	5,000,000	not included in calculation base
Invalid Voting Card(s)	0	not included in calculation base
Total (214 persons)	789,923,095	-

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 3**      **To consider and acknowledge the report of the results of the Company's business operation for the fiscal year ended December 31, 2016**

The Secretary to the Meeting informed the Meeting that the Company had summarized the results of the Company's business operation and substantial change of the Company for the fiscal year ended December 31, 2016, as detailed in **Enclosure 3** which had been submitted to the shareholders together with the Invitation to the Meeting. Thereafter, the Secretary to the Meeting invited Mr. Sasavat Sirison, the Chief Executive Officer, to inform the Meeting the details of this agenda.

Mr. Sasavat Sirison reported to the Meeting that the operating results for the Fiscal year 2016, as follows;

The overall production volume of the Company, consisting of productions in Mae Moh Project Phase 7, Mae Moh Project Phase 8 and Hongsa Project, was equivalent to 49.8 million Bank Cubic Meter (BCM) whereas the overall production for the fiscal year 2015 was equivalent to 40.6 million BCM, representing an increase of 9.2 million BCM.

Total revenue of the Company was equivalent to Baht 2,891 million whereas total revenue for the fiscal year 2015 was equivalent to Baht 1,868 million, representing an increase of Baht 1,023 million or 55%.

Net profit of the Company for the fiscal year 2016 was equivalent to Baht 323 million whereas the net profit for the fiscal year 2015 was equivalent to Baht 89 million, representing an increase of Baht 234 million or 264%.

The backlog of the Company for the fiscal year 2016 was equivalent to Baht 34,915 million. In addition, at the beginning of year 2017, the Company won a bidding for a contract in respect of providing mining service for a tin mine in Myanmar, with a value of Baht 3,672 million. Hence, the current backlog of the Company was approximately Baht 38,587 million.

The Secretary to the Meeting gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. The shareholders expressed their opinion and made inquiries, and response to the same were given, as summarized at the end of this agenda item. The Secretary to the Meeting then requested the Meeting to pass a resolution on the agenda item.

**Remark:**      This agenda was for acknowledgement and no casting of votes was required.



### Agenda Item 3 - Comments / Inquiries / Response

Proxy	Mr. Pongsathorn Vanitsatien inquired about the substantial factors which made the total revenue of the Company in years 2016 to be 260 % higher than those in the previous year, that was deemed very high comparing to business of other companies.
Chief Executive officer	clarified that the reasons why the production volume and net profit in year 2016 higher than those in year 2015 were mainly because the Company started to operate soil excavation and transportation in Mae Moh Project Phase 8 and coal production in Hongsa Project. The Company had more production volume, resulting in significant profit growth.
Proxy	Mr. Pongsathorn Vanitsatien further inquired whether the Company tended to generate revenue in year 2017 as significantly as it did in year 2016.
Chief Executive officer	clarified that the growth of production and net profit of the Company in year 2017 might not be as high as it was in year 2016 as the significant increase was from the operation in new project and there were many incidents that enable the Company to generate higher production as afore-mentioned. However, for the year 2017, the Company expected to generate more revenues. If the Mae Moh Project Phase 8 could be operated in accordance with the schedule planned, the Company would gain much income. In addition, the plan to increase the generating capacity of Hongsa Project would be another factor to increase the production of the Company.
Shareholder	Mr. Niroot Charernsook mentioned the fact that the Company was the winners of the bidding in respect of the mining service operation in Mae Moh Project Phase 1 and 2 and once again in Phase 7 and 8. He then inquired for the reasons why the Company did not win the bidding of Phase 3-6 and whether the Company was prepared or had the capability to compete in the next bidding.
Chief Executive officer	clarified that although the Company was not the winner for Mae Moh Project Phase 3-6 to operate as the main contractor, it took part in such projects as sub-contractor. He further stated that the Company have been working with other contractors in form of joint ventures in Mae Moh

Project Phase 7. However, with more efficient personnel and operational plan, the Company was recently selected to operate solely in Mae Moh Project Phase 8. Therefore, with the strong working team and operation plan together with the fact that the Company was listed on SET which grant the Company credit and high financial liquidity, the Company had a sufficient capability to compete for the next project.

**Agenda Item 4**      **To consider and approve the report and consolidated financial statement of the Company for the fiscal year ended December 31, 2016**

The Secretary to the Meeting invited Mr. Kavit Sirison, the Chief Financial Officer, to report the details of this agenda item to the Meeting.

Mr. Kavit Sirison reported to the Meeting that there were some typos in the Minute of 2016 Annual General Meeting of shareholders in the part of the net profit as specified in the table below. And therefore, would like to amend the unit from “Baht per share” to “Million Baht”. Mr. Kavit Sirison then reported the important numbers in the report and consolidated financial statement of the Company for fiscal year ended December 31, 2016 as follows;

Items	Fiscal year ended			Increase (Decrease) 2016 - 2015	
	2014	2015	2016	Amount	%
<b>Financial Statement</b>					
Total Assets (Million Baht)	2,749.20	4,489.10	6,004.00	1,514.90	33.75
Total Liabilities (Million Baht)	2,360.30	3,749.40	3,753.40	4.00	0.11
Total Shareholders' Equity (Million Baht)	388.90	739.60	2,250.60	1,511.00	204.30
<b>Statement of Profit &amp; Loss</b>					
Revenue from Rendering of Service (Million Baht)	1,614.00	1,867.70	2,890.70	1,023.00	54.77
Cost of Rendering of Services (Million Baht)	(1,233.30)	(1,377.80)	(2,062.80)	(685.00)	49.72
Gross Profit (Million Baht)	380.70	489.90	827.90	338.00	68.99
Net Profit for the Year (Million Baht)	49.20	88.70	322.70	234.00	263.81
Earnings per Share <sup>1</sup> (Baht / share)	0.10	0.12	0.39	0.27	225.00

Remark:<sup>1</sup> calculated on the weighted average number of ordinary shares.

The board of directors deemed appropriate to propose to the Meeting to consider and approve the report and consolidated financial statement of the Company for the fiscal year ended December 31, 2016 which had been audited by the auditor and reviewed by the Audit Committee.

The Secretary to the Meeting gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any query on the agenda item. The Secretary to the Meeting then requested the Meeting to pass a resolution on the agenda item.

**Resolution** the Meeting considered and resolved to approve the report and consolidated financial statement of the Company for the fiscal year ended December 31, 2016 as proposed with the following votes:

Shareholders' Votes	Number of Votes	Percentage
Approval	804,423,195	100
Disapproval	0	0
Abstention	0	not included in calculation base
Invalid Voting Card(s)	0	not included in calculation base
Total (215 persons)	804,423,195	-

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base

**Agenda Item 5** **To consider and approve the allocation of profits from the operation of the Company for the fiscal year ended December 31, 2016 as legal reserves and the dividend for the fiscal year ended December 31, 2016**

The Secretary to the meeting informed the meeting that according to Section 116 of the Public Limited Company Act B.E. 2535 (as amended) (The “**PLC Act**”) and Article 45 of the Articles of Association of the Company, the Company shall allocate its annual net profit as legal reserves in the amount equivalent to not less than 5 percent of the total net profit of the year deducting by the accumulated loss (if any) until these legal reserves attains an amount of not less than 10 percent of the Company’s registered capital.

The Company currently has a registered capital of Baht 1,150,000,000 and has legal reserves of Baht 41,281,357, equivalent to 3.59 percent of the Company’s registered capital, which is less than 10 percent. Therefore, it was deemed appropriate to propose to the Meeting to consider and approve the allocation of profit from the operation of the Company for the fiscal year ended December 31, 2016 in the amount of Baht 13,301,084, equivalent to 5 percent of the net profit for the fiscal year ended December 31, 2016 as legal reserves. After such allocation, the Company shall have legal reserves of Baht 54,582,441, equivalent to 4.75 percent of the registered capital of the Company.

In addition, the dividend payment policy of the Company specifies that the Company shall pay the dividend at the rate of not less than 40 percent of the net profit in accordance with the Company’s separate financial statement after deducting corporate income tax and the reserves which are prescribed by law and the Articles of Association of the Company. However, such dividend payment can be altered by taking into consideration the cash-flow, investment plan and other suitable factors which the board of directors deem appropriate. In this regard, the dividend payment of the Company shall be approved by the shareholders’ meeting. However, the board of directors may from time to time approve the interim dividend payment should the Company have sufficient profit to do so. The board of directors has the responsibility to inform the shareholders of such interim dividend payment in the subsequent shareholders’ meeting.

Notwithstanding, considering all relevant factors in paying dividend to the shareholders, namely the Company’s performance, liquidity, current cash flow, future business plan and capital investment requirement, the board of directors deemed appropriate to propose to the shareholders’ meeting to consider and approve the dividend payment for the fiscal year ended December 31, 2016 at the rate of Baht 0.05 per share, totaling Baht 56,500,000, equivalent to 17.5 percent of the net profit under the separate financial statement of the Company or equivalent to 18.3 percent of the net profit under the separate financial statement of the Company after deducting the corporate income tax and legal reserves.

In this regard, the Company shall pay the dividend for the fiscal year ended December 31, 2016 to the shareholders of the Company whose name appeared in the shareholders register book on

the record date of May 4, 2017, on which the name of the shareholders who shall be eligible to receive the dividend are determined, and the book closure date of May 5, 2017 under the Section 225 of Securities and Exchange Act B.E.2535 (as amended), on which the names of the shareholders are collected and set the dividend payment date to be on May 19, 2017.

In this regard, Mr. Kavit Sirison, the Chief Financial Officer, further informed to the Meeting that as the Cabinet has resolved to cancel the 5<sup>th</sup> of May to be the public holiday, the Company, therefore, change the book closure date from May 8, 2017, as described in the Invitation to the Meeting, to May 5, 2017. However, the dividend will be paid on May 19, 2017 as previously fixed in the Invitation to the Meeting.

The Secretary to the Meeting gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any query on the agenda item. The Secretary to the Meeting then requested the Meeting to pass a resolution on the agenda item.

**Resolution** the Meeting considered and resolved to approve the allocation of profits from the operation of the Company for the fiscal year ended December 31, 2016 as a legal reserves in amount of Baht 13,301,084 and the dividend for the fiscal year ended December 31, 2016 at the rate of Baht 0.05 per share, totaling Baht 56,500,000 Baht as proposed with the following votes

Shareholders' Votes	Number of Votes	Percentage
Approval	751,707,295	93.4467
Disapproval	52,715,900	6.5533
Abstention	0	not included in calculation base
Invalid Voting Card(s)	0	not included in calculation base
Total (215 persons)	804,423,195	-

**Remark:** The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

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

The Secretary to the Meeting stated that according PLC Act and Clause 17 of the Articles of Association of the Company, at least one-third of the total number of the directors must retire by rotation at the annual general meeting of shareholders in each year 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 retiring from the office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire.

At present, the Company has 12 directors in total; there should be 4 directors who retire by rotation. In order to comply with any relevant laws and the Company's Articles of Association, the Company has arranged the drawing lots and the name of the following directors are the directors being retired by rotation at the Meeting:

<b>Name of directors who shall retire by rotation</b>	<b>Position</b>	<b>Number of Board of Directors' Meeting Attendance in Year 2016</b>	<b>Number of Sub-Committee's Meeting Attendance in Year 2016</b>	<b>Term of Directorship of the Company</b>
1. Mr. Vitavat Sirison	Director/ Executive Committee/ Chairman of the Risk Management Committee	8/10	13/13	2
2. Mr. Pavat Sirison	Director/ Executive Committee	10/10	10/10	2
3. Mr. Kavit Sirison	Director/ Executive Committee/ Risk Management Committee	10/10	13/13	2
4. Mrs. Wanphen Kositruangchai	Director/ Executive Committee	10/10	10/10	2

In this regard, the profile and work experience of the directors who retire by rotation and are nominated to be elected as directors of the Company for another term of office are appeared in **Enclosure 4** which has been sent to the shareholders with the Invitation to the Meeting.

In addition, to be in line with the recommendation of the Thai Investors Association and Minor Shareholders, the 4 directors who retired by rotation temporarily left the room during the consideration of this agenda item.

After the 4 directors left the meeting room, the Secretary to the Meeting informed the Meeting that the board of directors (by the directors who have no conflict of interest) has reviewed the qualification of the 4 directors who retired by rotation at the Meeting and viewed that these 4 persons have the knowledge, capability, experience, and skills that will be beneficial to the Company's operation; that they have full qualification and do not have any prohibited characteristics under Public Limited Company, the Securities and Exchange Act B.E. 2535 (as amended) and other relevant regulation, and deemed appropriate to propose to the Meeting to consider and approve the election of the following 4 retired directors to be the directors of the Company for another term of office.

Moreover, the Secretary to the Meeting informed the Meeting that in order to promote the compliance with the principle of good corporate governance, the Company provided an opportunity for minor shareholders to nominate candidates for election as directors at Meeting through the SET's website during March 6, 2017 to March 15, 2017. Nonetheless, no shareholder nominated any candidates for election as directors at this Meeting.

Furthermore, in compliance with the best practice guidelines for shareholders' meetings of the SEC and the Company's principle of good corporate governance, the election of each director would be conducted individually.

The Secretary to the Meeting gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any query on the agenda item. The Secretary to the Meeting then requested the Meeting to pass a resolution on electing director individually.

**Resolution** the Meeting considered and resolved to approve the election of (1) Mr. Vitavat Sirison, (2) Mr. Pavat Sirison, (3) Mr. Kavit Sirison and (4) Mrs. Wanphen Kosittrueangchai as directors of the Company with the following votes:

**(1) Mr. Vitavat Sirison**

<b>Shareholders' Votes</b>	<b>Number of Votes</b>	<b>Percentage</b>
Approval	803,717,995	99.9123
Disapproval	705,200	0.0877
Abstention	0	not included in calculation base
Invalid Voting Card(s)	0	not included in calculation base
Total (215 persons)	804,423,195	-

**(2) Mr. Pavat Sirison**

<b>Shareholders' Votes</b>	<b>Number of Votes</b>	<b>Percentage</b>
Approval	803,717,995	99.9123
Disapproval	705,200	0.0877
Abstention	0	not included in calculation base
Invalid Voting Card(s)	0	not included in calculation base
Total (215 persons)	804,423,195	-

**(3) Mr. Kavit Sirison**

<b>Shareholders' Votes</b>	<b>Number of Votes</b>	<b>Percentage</b>
Approval	803,717,995	99.9123
Disapproval	705,200	0.0877



Shareholders' Votes	Number of Votes	Percentage
Abstention	0	not included in calculation base
Invalid Voting Card(s)	0	not included in calculation base
Total (215 persons)	804,423,195	-

**(4) Mrs. Wanphen Kositrueangchai**

Shareholders' Votes	Number of Votes	Percentage
Approval	803,717,995	99.9123
Disapproval	705,200	0.0877
Abstention	0	not included in calculation base
Invalid Voting Card(s)	0	not included in calculation base
Total (215 persons)	804,423,195	-

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

\*\*\*\*\*

The Secretary to the Meeting invited 4 shareholders into the meeting room to proceed next agenda items.

\*\*\*\*\*

**Agenda Item 7**      **To consider and approve the determination of the directors' remunerations for year 2017**

The Secretary to the Meeting invited Mr. Kavir Sirison, the Chief Financial Officer, to report the details of this agenda to the Meeting.

Mr. Kavir Sirison reported to the Meeting that the proposed remuneration of directors was considered by taking into account the Company's operating results, the size of the business, and the responsibilities of the directors and sub-committees, consisting of Executive Committee, Audit Committee and Risk Management Committee, in comparison with other same-sized companies and requested the Meeting to determine the directors and sub-committees' remuneration as follows:

(1) Monetary Remuneration

Fixed Remuneration To pay fixed remuneration for each position as follows:

	Year 2016	Year 2017
<b>Monthly Remuneration</b>		
<b>Board of Directors of the Company</b>		
(a) Chairman of the board of directors	40,000 THB.	40,000 THB.
(b) Director who is not the management	15,000 THB..	15,000 THB.
(c) Director who is the management	-	-
<b>Sub-Committee</b>		
(d) Chairman of Audit Committee	25,000 THB.	25,000 THB.
(e) Audit Committee	-	-
(a) Chairman of Executive Committee	-	-
(b) Executive Committee	-	-
(a) Chairman of Risk Management Committee	-	-
(b) Risk Management Committee	-	-
<b>Meeting allowance (per a meeting attended)</b>	<b>Year 2016</b>	<b>Year 2017</b>
<b>Board of Directors of the Company</b>		
(a) Chairman of board of directors	15,000 THB.	15,000 THB.
(b) Director who is not the	15,000 THB.	15,000 THB.

	Year 2016	Year 2017
management		
(c) Director who is the management	8,000 THB. <sup>1</sup>	8,000 THB.
Sub-Committee		
(a) Chairman of Audit Committee	-	10,000 THB.
(b) Audit Committee	-	10,000 THB.
(a) Chairman of Executive Committee	-	-
(b) Executive Committee	-	-
(a) Chairman of Risk Management Committee	-	-
(b) Risk Management Committee	-	-

Remark:<sup>1</sup> during 2016, the directors who were also the management of the Company delivered a letter to the Company refusing to receive remuneration in the year 2016.

(2) Directors' bonus

-None-

(3) Other benefits

-None-

Moreover, Mr. Kavit Sirison, the Chief Financial Officer, informed to the Meeting that when consider the higher responsibilities of the Audit Committee, it deemed appropriate to propose to the Meeting to consider the increase of the meeting allowance of Audit Committee to Baht 10,000 per a meeting attended as no meeting allowance was provided to Audit Committee before. Mr. Kavit Sirison then proposed the Meeting to consider and approve the determination of remunerations of the directors and sub-committee of the Company for the year 2017.

Mr. Noppun Muangkote, the Vice-Chairman of the Board of Directors, requested the persons who have conflict of interest and directors to abstain from voting.

The Secretary to the Meeting gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any query on the agenda item. The Secretary to the Meeting then requested the Meeting to pass a resolution on the agenda item.

**Resolution** the Meeting considered and resolved to approve the directors' remunerations for year 2017 with the following votes:

Shareholders' Votes	Number of Votes	Percentage
Approval	802,472,995	99.7576
Disapproval	909,100	0.1130
Abstention	1,041,100	0.1294
Invalid Voting Card(s)	0	0
Total (215 persons)	804,423,195	100

**Remark:** The resolution for this agenda item requires a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base.

**Agenda Item 8**      **To consider and approve the appointment of the auditors and the determination of the audit fee for year 2017**

The Secretary to the Meeting invited Mr. Kavit Sirison, the Chief Financial Officer, to report the details in this agenda item to the Meeting.

Mr. Kavit Sirison reported to the Meeting that according to Section 120 of the PLC Act, the auditors of the Company shall be appointed and audit fee shall be determined at the Annual General Meeting of Shareholders every year.

In this regard, the Audit Committee considered that none of the proposed auditors has any relationship with or any interest in the Company, subsidiaries, executives, major shareholders, or any related person thereof, therefore, they are independent to audit and give opinion on the Company's financial statement. Hence, the qualifications of the proposed auditors are complied with criteria of the Notifications of the Capital Market Supervisory Board No. TorJor. 44/2555 Re: Preparation and Submission of Financial Statements, Financial Reports and Operating Results of Listed Companies. Profiles and work experience of the proposed auditors appear in **Enclosure 5** which was submitted together with the Invitation to the Meeting. The shareholders' meeting is proposed to consider and approve the appointment of auditors from Grant Thornton Limited to be auditors of the Company for the fiscal year ended December 31, 2017 in which any

of the following auditors are being authorized to review and give opinion on the Company's financial statement:

1. Mr. Somkid            Tiatragul            Certified Public Accountant   No.2785;
2. Mr. Teerasak        Chuasrisakul        Certified Public Accountant   No. 6624;
3. Ms. Kanyanat        Sriratchatchaval     Certified Public Accountant   No. 6549;
4. Ms. Sansanee        Poolsawat            Certified Public Accountant   No. 6977; and/or
5. Mr. Narin            Churamongkol        Certified Public Accountant   No. 8593.

In the case that the afore-mentioned auditors are unable to perform their duties, Grant Thornton Limited may appoint any of its auditors to be the auditor of the Company.

Moreover, the Audit Committee considered the audit fee of the Company and its joint ventures, 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. The Audit Committee therefore recommended the board of directors to propose the Meeting to consider and approve the determination of the audit fee of the Company of the fiscal year ended on December 31, 2017 in the amount of Baht 3,050,000, an increase of Baht 40,000 from the audit fee of the previous fiscal year is due to the increase of quantity of work and the auditing period of the auditors

Details of the Company's audit fee in comparison with the previous year are as follows:

<b>Audit fee</b>	<b>Year 2017</b>	<b>Year 2016</b>
Audit Fee of the Company	2,700,000 Baht	2,500,000 Baht
Audit Fee of the Joint Ventures	350,000 Baht	510,000 Baht
<b>Total</b>	<b>3,050,000 Baht</b>	<b>3,010,000 Baht</b>

In this regard, it deemed appropriate to proposed to the Meeting to approve the appointment of the auditors of Grant Thornton Limited as the Company's auditors for the fiscal year ended December 31, 2017 and determine the audit fee of the Company in the amount of not exceeding Baht 3,050,000, and to acknowledge the auditors and the preliminary audit fee of the joint ventures of the Company and the Company as per the above details.

The Secretary to the Meeting gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. However, no shareholder expressed any opinion or made any query on the agenda item. The Secretary to the Meeting then requested the Meeting to pass a resolution on the agenda item.

**Resolution** the Meeting considered and resolved to approve the appointment of the auditors and determination of audit fee of year 2017 with the following votes:

Shareholders' Votes	Number of Votes	Percentage
Approval	802,472,995	99.7576
Disapproval	1,950,200	0.2424
Abstention	0	not included in calculation base
Invalid Voting Card(s)	0	not included in calculation base
Total (215 persons)	804,423,195	-

**Remark:** The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

#### **Agenda Item 9**      **Other matters (if any)**

Mr. Sasavat Sirison, the Chief Executive Officer, reported to the Meeting about the Business Outlook of the Company for year 2017-2020 that the Company had the policy to operate business both in domestically and internationally especially CLMV countries, namely, Cambodia, Laos, Myanmar and Vietnam as such countries still had abundant natural resources such as coal, copper, tin and iron.

At present, the Company operated a tin mine project located in Dawei, Myanmar, with the project value of approximately Baht 3,672 million for the production volume of approximately 2,100 Ton per year. However, the Company intended to conduct the mineral exploration in parallel with the operation of mining services in such area, as the Company believed that this tin mine in Dawei was very large and might have the capacity of production volume of 5,000 – 10,000 Ton per year.

Moreover, the Company was currently in negotiation with many mine operators in Myanmar and Laos and the results of the negotiation were expected to be known soon.

For the Mae Moh Project, the Company expected to complete Mae Moh Project Phase 7 in the year 2020, and the Mae Moh Project Phase 8 in the next 10 years as specified in the relevant contracts

For the future extension of Mae Moh Project Phase 9, 10 and 11 which were anticipated to have the project value of approximately Baht 100,000 million and the operation period of approximately 30 years, the Company believe that it had a high chance to win the bidding of these projects. This was because not only did the Company have the efficient capacity and expertise in mining service business, but also there were only few competitors in the market. In addition, given that the area of those three projects were located near the project sites of Phase 7 and 8 in which the Company was currently operating, the Company had advantages over other competitors. In this regard, The Electricity Generating Authority of Thailand (EGAT) would start to open the bidding proposal programs for Mae Moh Project Phase 9 on April 26, 2017 and the submission deadline thereof was scheduled by the end of August. The Company expected that the volume of work in such projects could be divided into three parts, consisting of 467 bank cubic meters in part one, 35 million tons in part two and 35 million bank cubic meters in part three. The sum of the market value of the three projects calculated on present value basis was at Baht 40,200 million, with an operation period of approximately 10 years. However, the precise details of the project would be provided in the bidding proposal.

Besides Mae Moh Projects, the Company was currently operating in the Hongsa Project of which the remaining operation period under the relevant contract was approximately 10 years. Although the remaining duration under the power purchase agreement of this project was about 25 years, the capacity and resource of this project could last for 40 years. There might be an opportunity for the Company to be selected to operate in this project after the termination of the current power purchase agreement.

The Secretary to the Meeting gave the Meeting an opportunity to express opinions and make inquiries about the agenda item. The shareholders expressed their opinions and make inquiries and response to the same were given, as summarized at the end of this agenda item.

\*\*\*\*\*

#### **Agenda Item 9 - Comments/Inquiries/Response**

- Shareholder Mr. Somchai Sucharchareonying complimented the Company on the pleasant turn-over in the year 2016 and further inquired about the potential risks that the Company might be currently facing in the operation of tin mine in Dawei causing by the suspension of the construction of the Dawei deep-sea port and about how the Company transport the tin and whether the Company was facing any difficulty in such transportation.
- Chief Executive Officer clarified that as the Company normally transport tin by using roads and export tin through a small port located only 40 kilometer far from the project site only 90 kilometer far from Thai border “Baan Nampu Ron”. Therefore, the suspension of the construction of the Dawei deep-sea port did not cause any risk to the Company. In addition, the concessionaire had a plan to place a smelter to Dawei, and that would make the tin transportation even easier. Therefore, the transportation was not an obstacle to the Company’s operation.
- Shareholder Mr. Santi Singhawangcha inquired whether the number of project value of Mae Moh Project Phase 9 in amount of Baht 40,000 million appeared in the enclosure to the Invitation to the Meeting was calculated on present value basis and further inquired about the reasons why the bidding process of Mae Moh Project Phase 9 would take so long.
- Chief Executive Officer clarified that the project value as appeared in the enclosure of the Invitation to the Meeting was the present value. Moreover, the reason why the bidding process would take long was that there were many steps in the process. The first step was to consider about the techniques of machine and mining service which would take around 2 months. The next step was to consider the bidding price and EGAT would normally ask the bidder to declare the details of their proposed price thoroughly. This step would take another 2 months. The last step was the price negotiation which also would take about 2 months more. Therefore, the duration of the whole process was approximately 6 months.



- Shareholder Mr. Santi Singhawangcha further inquired about proposal of bidding price and whether EGAT would grant the award to the bidder who have proposed the lowest price.
- Chief Executive Officer declared that the bidding price proposal should specify the annual expenses in detail such as cost of tools and equipment, fuel, electricity for the operation. After passing the technique consideration process, EGAT would select the bidder who proposed the lowest price. EGAT will then have a meeting with the winner to negotiate the price.
- Shareholder Mr. Nirut Charoensuk inquired whether the Company had the capacity to operate gold mine as there were many gold mines discovered in Thailand and further inquired about who the competitors of the Company were in the AEC zone. Moreover, he further inquired that which quarter that the Company normally made the highest turn-over of a year.
- Chief Executive Officer clarified that the Company believed that it had sufficient capacity to operate the gold mine business, if it was granted with a concession from the government, as the operation procedure in a gold mine is not that different from other mines. However, the Company may need to study about the gold extraction by using the technology from overseas. Moreover, there might be environmental issues that the Company had to take into account.
- Due to the high capacity of the Company, the Company had only 2-3 competitors in Thailand whereas the foreign competitors were not from AEC zone but mostly were from China and Australia which had the same capacities to operate in large coal mine as the Company had.
- Considering the turn-over of quarter 1 and 4 of a year, the Company normally had more turn-over in such two quarters than the others. This is because it was rainy seasons during quarter 2 and 3. During quarter 3 which was the period of the heaviest rainfall and there were many public holidays in such period. Therefore, the operation hours of these 2 quarters were lower than quarter 1 and 4. The Company then normally had quarter 2 and 3 for maintenance of the machine and

equipment, resulting in the high operation cost and low profit during such period.

- Shareholder Mr. Somchai Suchartchareonying inquired about the news regarding that the Company was interested in and had an opportunity to work for TRC Construction Limited Company (“**TRC**”), the concessionaire of potash mine in north-eastern Thailand from the Ministry of Finance, whether the Company has capacity to provide mining service in the potash mine as potash mines were normally deeper than other type of mineral mine and might require different machines and equipment.
- Chief Executive Officer clarified that the Company only had a primary negotiation with TRC. The details on the scope of works still were under negotiation and could not be disclose at this stage. Nevertheless, according to the information that the Company received from the technical consultant of TRC, the machines used in such project were developed from landmine machine of which feature and model are similar to the Company’s machines used in other projects. Moreover, with the Company’s good management in usage and maintenance of machines, the Company believe that it had sufficient capacities to provide mining service in this project.
- Shareholder Mr. Somchai Suchartchareonying inquired about how the Company manage the preventive maintenance in order to provide continuous service to and respond to the demand of clients.
- Chief Executive Officer clarified that, as the Company focused on the working life of its machines, it always gave priority on preventive maintenance by jointly developing its machines with the producers and at all time coordinating and operating with the professionals who could give suggestion in machinery maintenance. Moreover, the Company procured its the officers attending relevant training program overseas and always reserved some important spare parts in case of emergency.
- Shareholder Mr. Somchai Suchartchareonying inquired about the environmental situation at Mae Moh mine whether there was any effect to the Company.

- Chief Executive Officer clarified that there currently were a few complaints on noise and dust pollution and concussion, which could still be handled by the Company.
- Shareholder Mr. Vorapot Engtrakul inquired whether the case of the power plant of Hongsa Project ceasing to its operation for maintenance will affect the Company's income.
- Chief Executive Officer clarified that if the power plant cease its operation to to perform maintenance or shut down on its normal schedule, it would not affect the operation of the Company as is was already taken into account by the Company in calculation of working hours. However, in case the power plant ceased by any accidents for a long period, it might affect the coal transportation of the Company. In this regard, the Company used to be affected from the cessation of the plant's operation during first period of the plant's operation. However, the Company would solve such problems in the next following years.

\*\*\*\*\*

No shareholders proposed any matter to the Meeting to consider. The Chairman then thanked the attendee and declared the Meeting adjourned at 4 p.m.

Signed .....signature-.....The Chairman  
(Mr.Somboon Manenava)  
Chairman of the Board of directors

Signed.....signature-.....Company Secretary  
(Mr.Surapol Ounsuwan)  
The Minutes recorder

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



Name	Mr.Sirichai Towiriyawate
Age (Year)	54
Address	20/217 Moo 9 Tambon Bangtan Amphur Parkkerd Nontaburi 11120
Position	Independent Director / Chairman of Audit Committee
Director Training	Director Certification Program (DCP) 244/ 2017 Risk Management Program for Corporate Leader (RCL) 1/2015 Director Accreditation Program (DAP) 79/2009
State Date of Directorship	2 March 2015
Tenure	3 years
% Shareholding	75,000 Shares (0.01 % of Shareholding)
Highest Education	Master degree of Business Administration University of Florida,USA Bachelor degree of Engineering, Chulalongkorn University
Working Experiences	2016 – Present : Audit Committee Firetrade Engineering Public Company Limited. 2015 – Present : Vice President Investment and Risk Management Principal Capital PLC. 2014 – Present : Director Convergence Systems Company Limited 2014 – 2015 : Managing Director TEN M.D. Nakornsawan Company Limited 2014 – 2015 : Managing Director Alliance Medical Asia Company Limited 2013 – 2014 : Vice President, Investment Department Bumrungrad Hospital Public Company Limited 2010 – 2012 :Vice President, Finance-Investment Bangkok Dusit Medical Service Public Company 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 2017	
• The Board of Directors' Meeting	8 / 8
• Executive Committee's Meeting	5 / 5
Illegal Record in Past 10 years	- None -
Relationship with Management	- None -

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



Name	Mrs. Kingtien Bang-Or
Age (Year)	73
Address	88/63 Soi Sridarn 22 Srinakarin Rd. Bangkeaw Bangplee Sumutprakarn 10540
Position	Independent Director / Audit Committee
Director Training	Director Certification Program (DCP) 53/2005 Director Accreditation Program (DAP) 1/2007
State Date of Directorship	2 March 2015
Tenure	3 years
% Shareholding	75,000 Shares (0.01 % of Shareholding)
Highest Education	Master degree of Business Administration, Thammasat University Bachelor degree of Accounting, Thammasat University
Working Experiences	<p>2005 – Present    Advisory Com-Link Company Limited</p> <p>2006 – Present    Independent director / Audit committee Thai Wire Products Public Company Limited</p> <p>2006 – Present    Chairman of the board / Audit committee Thai Film Industries Public Company Limited</p> <p>1992 - 2004       Assistant Managing Director Com-Link Company Limited</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 2017	
• The Board of Directors' Meeting	8 / 8
• Executive Committee's Meeting	5 / 5
Illegal Record in Past 10 years	- None -
Relationship with Management	- None -

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



Name	Dr.Mongkol Laoworapong	
Age (Year)	48	
Address	61Soi Sathupradit 6 thungwatdon Sathorn Bangkok 10120	
Position	Independent Director / Audit Committee	
Director Training	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 (AACP) 18/2007 Director Accreditation Program (DAP) 50/2004	
State Date of Directorship	2 March 2015	
Tenure	3 years	
% Shareholding	75,000 Shares (0.01 % of Shareholding)	
Highest Education	Doctor of Accounting (International Program) Thammasat University Master degree of Accounting Thammasat University Bachelor degree of Accounting Thammasat University	
Working Experiences	<div>2559 – Present      Audit Committee</div> <div>Applied DB Industrial Public Company Limited</div> <div>2554 - Present      Audit Committee / Independent Director</div> <div>C.P.L. Group Public Company Limited</div> <div>2552 – Present      Instructor (Accounting)</div> <div>Thammasat University</div> <div>2550 - Present      Independent director / Audit committee</div> <div>Charoensin Asset Company Limited</div> <div>2556 – 2558      Instructor (Accounting)</div> <div>Assumption University</div>	
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 2017	<div>● The Board of Directors' Meeting      8 / 8</div> <div>● Executive Committee's Meeting      5 / 5</div>	
Illegal Record in Past 10 years	- None -	
Relationship with Management	- None -	



## Auditor Profile

Grant Thornton Limited, Thailand

<b>Name</b>	: Mr. Somckid Tiatragul
<b>Title</b>	: Audit Partner
<b>Education</b>	: • Bachelor of Accounting, Chulalongkorn University • Master of Business Administration, Kasetsart University
<b>Thai CPA</b>	: Registration no. 2785, Authorized auditor for listed companies in SET
<b>Auditing experiences</b>	: 47 years
<b>Sector of Experiences</b>	
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
<b>No. of securities held as of appointing date</b>	: None
<b>Contact information</b>	: Tel: 02-2058222 Email: <a href="mailto:somckid.tiatragul@th.gt.com">somckid.tiatragul@th.gt.com</a>



## Grant Thornton Limited, Thailand

<b>Name</b>	: Mr. Teerasak Chuasrisakul
<b>Title</b>	: Audit Partner
<b>CPA No.</b>	: 6624
<b>Auditing experiences</b>	: 20 years
<b>Education</b>	: • BBA in Accounting, University of The Thai Chamber of Commerce • Higher Diploma on Auditing, Chulalongkorn University

## 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](mailto:teerasak.chuasrisakul@th.gt.com)





## Auditor Profile

### Grant Thornton Limited, Thailand

<b>Name</b>	: Ms. Kanyanat Sriratchatchaval
<b>Title</b>	: Audit Partner
<b>CPA No.</b>	: 6549
<b>Auditing experiences</b>	: 19 years
<b>Education</b>	: • Bachelor of Accounting, Thammasat University • Master of Business Administration, Thammasat University

### Sector of Experiences

1998 – Present	: Grant Thornton Limited (Partner: 2014 – Present)
2014 – Present	: Member of sub-committee working groups under Federation of Accounting Professions under the Royal Patronage of His Majesty the King

**No. of securities held  
as of appointing date**

: None

### Contact information

: Tel: 02-2058222

Email: [kanyanat.sriratchatchaval@th.gt.com](mailto:kanyanat.sriratchatchaval@th.gt.com)



## Auditor Profile

**Grant Thornton Limited, Thailand**

**Name** : Ms. Sansanee Poolsawat  
**Title** : Director  
**CPA No.** : 6977  
**Auditing experiences** : 18 years  
**Education** : • Bachelor of Management (Accounting) (Honours),  
Burapha University  
• Master of Accounting, Thammasat University

## Sector of Experiences

2011 – Present : Director, Audit Department at Grant Thornton Limited  
2009 – Present : Sub-committee on testing performance of auditing  
2000 – 2011 : Certified Public Accountant, AMC Co., Ltd.

**No. of securities held  
as of appointing date**

: None

## Contact information

: Tel: 02-2058222  
Email: [sansanee.poolsawat@th.gt.com](mailto:sansanee.poolsawat@th.gt.com)



## Auditor Profile

### Grant Thornton Limited, Thailand

**Name** : Mr. Narin Churamongkol  
**Title** : Director  
**CPA No.** : 8593  
**Auditing experiences** : 16 years  
**Education** : • Bachelor of Accounting, Thammasat University

### Sector of Experiences

2001 – Present : Director, Audit Department at Grant Thornton Limited  
 2017 - Present : Member of working group for drafting Thai Financial Reporting Standards for Non-Publicly Accountable Entities (NPAEs) under Federation of Accounting Professions under the Royal Patronage of His Majesty the King  
 2015 – 2017 : Member of working group for drafting Thai Financial Reporting Standards for Small and Medium-sized Entities (SME) under Federation of Accounting Professions under the Royal Patronage of His Majesty the King

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

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

### **Definition of Independent Director of Sahakol 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, subsidiary, 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 and 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 and 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)	54	
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"><li>• Director Certification Program (DCP) 244/ 2017</li><li>• Risk Management Program for Corporate Leader (RCL) 1/2015</li><li>• Director Accreditation Program (DAP) 79/2009</li></ul>	
Highest Education	<ul style="list-style-type: none"><li>• Master degree of Business Administration University of Florida,USA</li><li>• Bachelor degree of Engineering, Chulalongkorn University</li></ul>	
Working Experiences	2016 – Present Audit Committee of Firetrade Engineering Public Company Limited. 2015 – Present Vice President Investment and Risk Management of Principal Capital PLC. 2014 – Present Director of Convergence Systems Company Limited 2014 – 2015 Managing Director of TEN M.D. Nakornsawan Company Limited 2014 – 2015 Managing Director of Alliance Medical Asia Company Limited 2013 - 2014 Vice President, Investment Department of Bumrungrad Hospital Public Company Limited 2010 – 2012 Vice President, Finance-Investment of Bangkok Dusit Medical Service PCL.	
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 2018	
Having the following interests in the company, parent company, subsidiaries, affiliates or any legal entities that have conflicts at present or in the past 2 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



<b>Name</b>	Mrs.Kingtien Bang-Or
<b>Age (Year)</b>	73
<b>Address</b>	88/63 Soi Sridarn 22 Srinakarin Road. BangkeawSub-District, Bangplee District, Sumutprakarn 10540
<b>Position</b>	Independent Director / Audit Committee
<b>Director Training</b>	<ul style="list-style-type: none"> <li>• Director Certification Program (DCP) 53/2005</li> <li>• Director Accreditation Program (DAP) 1/2007</li> </ul>
<b>Highest Education</b>	<ul style="list-style-type: none"> <li>• Master degree of Business Administration, Thammasat University</li> <li>• Bachelor degree of Accounting, Thammasat University</li> </ul>
<b>Working Experiences</b>	2005 – Present     Advisory Com-Link Company Limited 2006 – Present     Independent director / Audit committee Thai Wire Products Public Company Limited 2006 – Present     Chairman of the board / Audit committee Thai Film Industries Public Company Limited 1992 - 2004         Assistant Managing Director   Com-Link Company Limited
<b>Illegal Record in past 10 year</b>	- None -
<b>Relationship with Management</b>	- None -
<b>Conflict of Interest in this meeting</b>	Agenda 7:To consider and approve the determination of the directors' remunerations for year 2018
<b>Having the following interests in the company, parent company, subsidiaries, affiliates or any legal entities that have conflicts at present or in the past 2 years</b>	
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



<b>Name</b>	Dr.Mongkol Laoworapong
<b>Age (Year)</b>	48
<b>Address</b>	61Soi Sathupradit 6 thungwatdon Sathorn Bangkok 10120
<b>Position</b>	Independent Director / Audit Committee
<b>Director Training</b>	<ul style="list-style-type: none"> <li>• Successful Formulation &amp; Execution the Strategy (SFE) 15/2012</li> <li>• Monitoring the Internal Audit Function(MIA) 3/2008</li> <li>• Director Certification Program (DCP) 88/2007</li> <li>• Advance Audit Committee Program (AACP) 18/2007</li> <li>• Director Accreditation Program (DAP) 50/2004</li> </ul>
<b>Highest Education</b>	<ul style="list-style-type: none"> <li>• Doctor of Accounting (International Program) Thammasat University</li> <li>• Master degree of Accounting Thammasat University</li> <li>• Bachelor degree of Accounting Thammasat University</li> </ul>
<b>Working Experiences</b>	2559 – Present    Audit Committee of Applied DB Industrial Public Company Limited 2552 – Present    Instructor (Accounting) of Thammasat University 2554 - Present    Audit Committee / Independent Director of C.P.L. Group Public Company Limited 2550 - Present    Director of Charoensin Asset Company Limited 2556 – 2558       Instructor (Accounting) of Assumption University
<b>Illegal Record in past 10 year</b>	- None -
<b>Relationship with Management</b>	- None -
<b>Conflict of Interest in this meeting</b>	Agenda 7:To consider and approve the determination of the directors' remunerations for year 2018
<b>Having the following interests in the company, parent company, subsidiaries, affiliates or any legal entities that have conflicts at present or in the past 2 years</b>	
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 -



*(-Translation-)*

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

**CHAPTER 5  
The Board of Director**

16. The directors shall be elected at the shareholder's meeting in accordance with the criteria and procedures as follows:
- (1) Each shareholder shall have one share for one vote:
  - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as directors or directors, but the shareholder cannot be 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 the number 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  
General 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 and time of the meeting, including the business to be transacted at the meeting and the business to be proposed at the meeting with sufficient details. The agenda shall be specified clearly whether it is submitted to the meeting for acknowledgement, approval, or 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 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 simple majority vote of the shareholders who attend the meeting and cast their votes. In the event of a tied vote, the Chairman shall have 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 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 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 17, 2018.
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 12.00 a.m. on Wednesday, April 18, 2017 onwards at Room Ladprao, Centara Grand at Central Plaza Ladprao 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 Attendance in person**

A valid photographic identification document issued by a government agency, e.g., Thai nationality 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 Attendance by 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 agency 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 agency as referred in Clause 1.1.

#### **2. Juristic Person**

##### **2.1 Attendance in person by an authorized representative(s)**

- (a) An identification document of the authorized representative(s) issued by a government agency 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 Attendance by 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 agency 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 agency 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 agency 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 agency 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 agency 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 agency 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. or 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 the election of directors to replace those who will retire 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 the election of directors to replace those who will retire by rotation, the Company will arrange the vote casting for the election of each nominated director individually. In compliance with the Best 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 requires a simple majority vote of the shareholders attending the meeting and casting their votes;

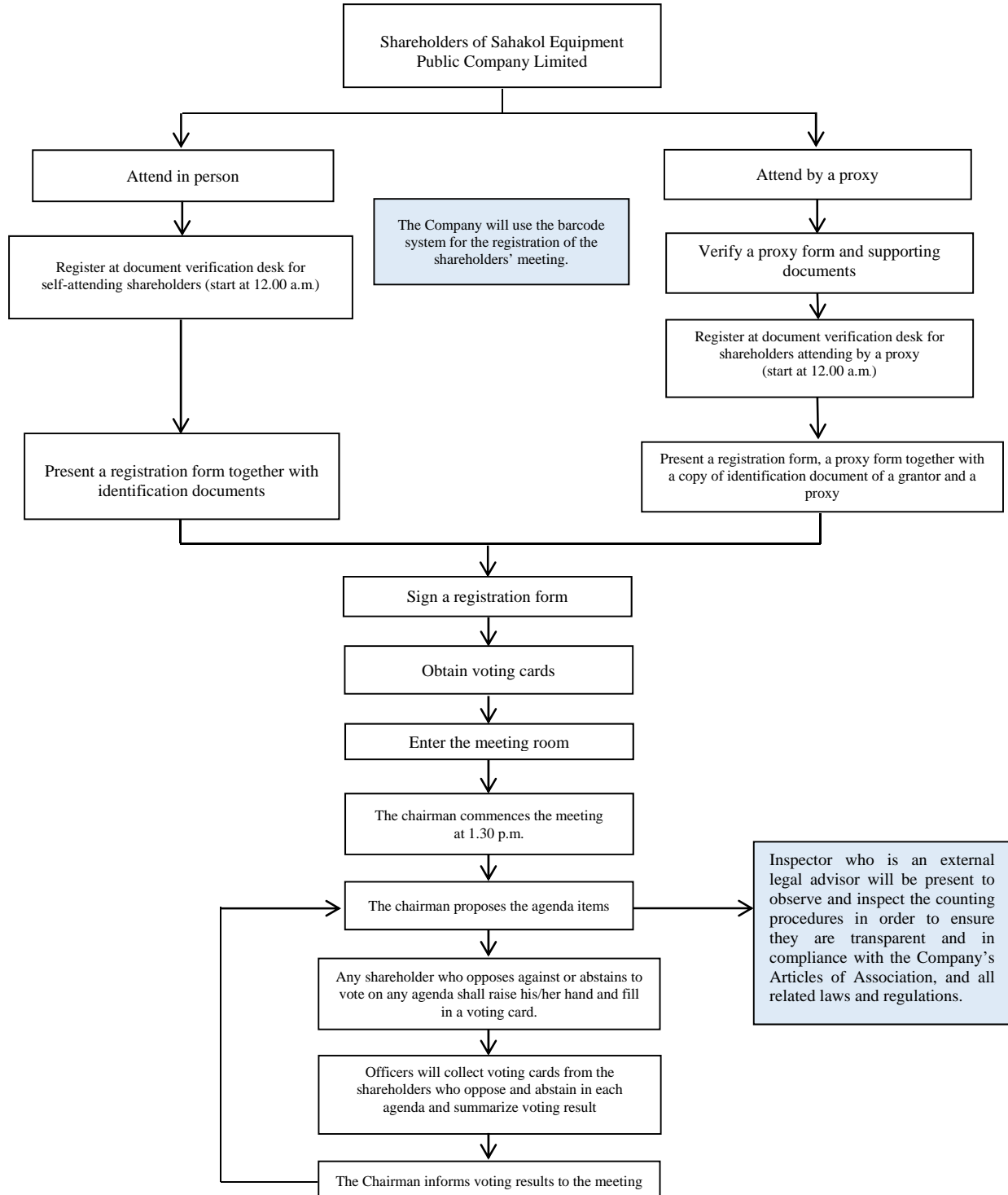


## **Enclosure 8**

- 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 2018 Annual General Meeting of Shareholders  
Sahakol Equipment Public Company Limited  
on Wednesday, April 18, 2018 at 1.30 p.m.**



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 \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
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 \_\_\_\_\_ 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. ให้กรรมการอิสระของบริษัทฯ คือ

The independent director of the Company as follows:

☐ นาย ศิริชัย ไตวิริยะเวช Mr. Sirichai Towiriyawate

☐ นาง กิ่งเทียน บางอ้อ Mrs. Kingthien Bang-or

☐ นาย มงคล เหล่าวรพงศ์ Mr. Mongkon Laoworapong

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2561)

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 2018 Annual General Meeting of Shareholders).

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันที่ 18 เมษายน 2561 เวลา 13.30 น. ณ ห้องลาดพร้าว โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลพลาซ่าลาดพร้าว กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on April 18, 2018 at 1.30 p.m. at Room Ladprao, Centara Grand at Central Plaza Ladprao Bangkok, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

**หมายเหตุ/Remarks**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

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

(2) เป็นผู้ถือหุ้นของบริษัท สหกรณ์วิปเมนต์ จำกัด (มหาชน) ("บริษัทฯ")  
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. ให้กรรมการอิสระของบริษัทฯ คือ

The independent director of the Company as follows:

☐ นาย ศิริชัย ไตรวิริยะเวช Mr. Sirichai Towiriyawate

☐ นาง กิ่งเทียน บางอ้อ Mrs. Kingthien Bang-or

☐ นาย มงคล เหล่าวรพงศ์ Mr. Mongkon Laoworapong

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2561) 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 2018 Annual General Meeting of Shareholders).

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันที่ 18 เมษายน 2561 เวลา 13.30 น. ณ ห้องลาดพร้าว โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลพลาซ่าลาดพร้าว กรุงเทพมหานคร หรือที่ว่าจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on April 18, 2018 at 1:30 p.m. at Room Ladprao, Centara Grand at Central Plaza Ladprao 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**

Message from the Chairman to the Meeting

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 2**

Agenda item no. 2

**พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560**

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

☐ 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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

**วาระที่ 3**

Agenda item no. 3

**พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2560**

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

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

**วาระที่ 4**

Agenda item no. 4

**พิจารณาอนุมัติรายงานและงบการเงินรวมของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2560**

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

☐ 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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 5

Agenda item no. 5

พิจารณาอนุมัติการจัดสรรกำไรสำหรับผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2560 เป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2560

To consider and approve the allocation of the profits from the operation of the Company for the fiscal year ended December 31, 2017 as a legal reserves, and the dividend payment for the fiscal year ended December 31, 2017

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> จดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 6

Agenda item no. 6

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

To consider and approve the election of the directors to replace those who retire by rotation

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

ก. ☐ เลือกตั้งกรรมการทั้งหมด

A. Election of entire group of nominated directors

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

ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นางกิ่งเทียน บำรุง

Director's name Mrs. Kingthien Bang-Or

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

2. ชื่อกรรมการ นายศิริชัย ไตรวิริยะเวช

Director's name Mr. Sirichai Towiriyawate

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

3. ชื่อกรรมการ นายมงคล เหล่าวรพงศ์

Director's name Mr. Mongkon Laoworapong

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

4. ชื่อกรรมการ ม.ร.ว.ปรีดิยาธร เทวกุล

Director's name M.R. Pridiyathorn Devakula

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

วาระที่ 7

Agenda item no. 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการบริษัทฯ ประจำปี 2561

To consider and approve the determination of the directors' remuneration for the year 2018

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> จดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 8  
Agenda item no. 8

**พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2561**  
To consider and approve the appointment of auditors and determination of the audit fee for the year 2018

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> จดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 9  
Agenda item no. 9

**พิจารณาอนุมัติออกและเสนอขายหุ้นกู้**  
To consider and approve on issuance and offering of the additional debenture

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> จดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 10  
Agenda item no. 9

**พิจารณาเรื่องอื่น ๆ (ถ้ามี)**  
Other matters (if any)

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> จดออกเสียง<br>Abstain |
|--|--|--|

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
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 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบอำนาจ/Grantor

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบอำนาจ/Proxy

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบอำนาจ/Proxy

(.....)

ลงชื่อ Signed .....ผู้รับมอบอำนาจ/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. ในกรณีที่มติวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 สหกลอวิปเเมนท์ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 วันที่ 25 เมษายน 2560 เวลา 14.30 น. ณ ห้องจูปีเตอร์ โรงแรมมิราเคิล แกรนด์ คอนเวนชัน ถนนกำแพงเพชร 6 แขวงเขตตลาดบางเขน เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of Sahakol Equipment Public Company Limited at the 2017 Annual General Meeting of Shareholders on April 25, 2017 at 2.30 p.m. at at Room Jupiter Miracle Grand Convention Hotel, Kampaengpetch 6 Road, Khet Talat Bang Khen Sub-district, Lak-si District, 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

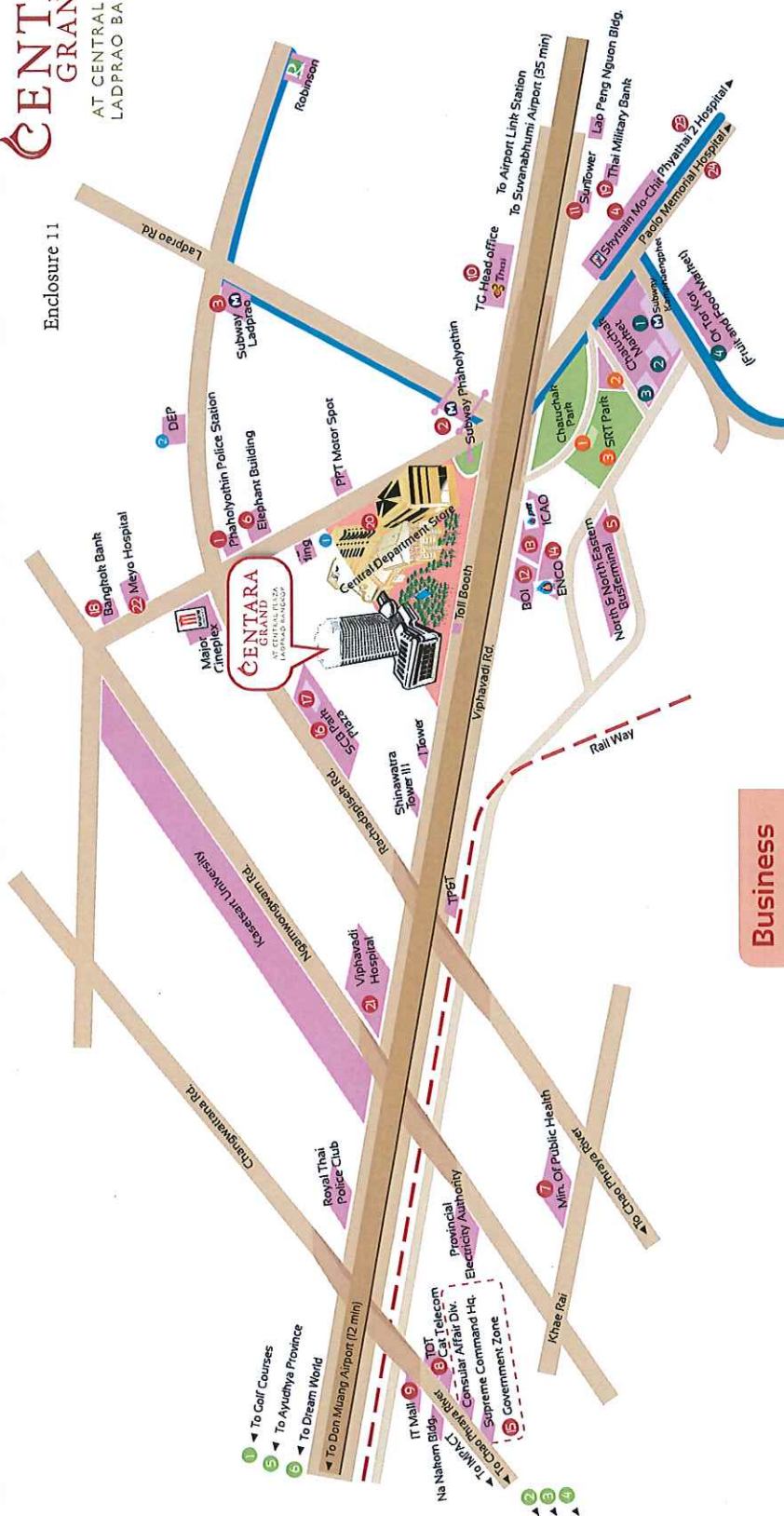
☐ งดออกเสียง

Abstain

# CENTARA GRAND

AT CENTRAL PLAZA  
LADPRAO BANGKOK

Enclosure 11



## Business

### Public Service

- 1 Phaholyothin Police Station
- 2 Subway Phaholyothin
- 3 Subway Ladprao
- 4 Skytrain Mo-Chit
- 5 Bus Terminal

### Office Building

- 6 Elephant Building
- 7 Min. Of Public Health
- 8 TOT / CAT Telecom
- 9 IT Mall
- 10 TC Head Office
- 11 Sun Tower
- 12 The Board of Investment of Thailand (BOI)

### Bank

- 17 Siam Commercial Bank (SCB)
- 18 Bangkok Bank
- 19 Thai Military Bank
- 20 ATM & Banks

### Medical

- 21 Vithayalai Hospital
- 22 Mevo Hospital
- 23 Phayathai Hospital
- 24 Paolo Memorial Hospital

## Leisure

### Shopping

- 1 Central Department Store Complex
- Office Building
- TOPS supermarket
- SFX Cinema
- Shopping Mall
- 2 Department of Export Promotion (DEP)

### Chauchak Market

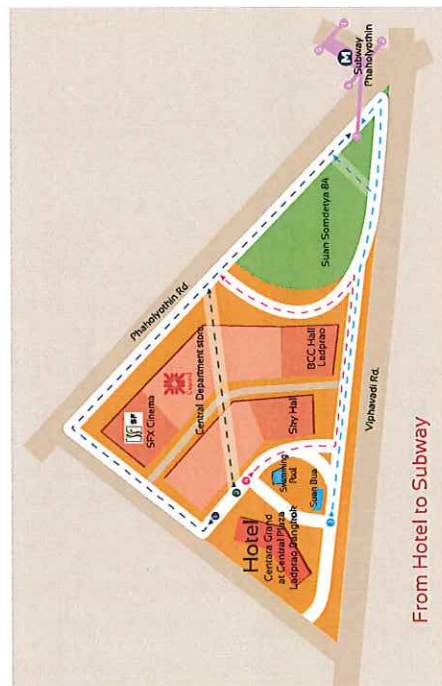
- 1 Chatuchak Market (Open Daily)
- 2 Flower Market (Wed & Thu)
- 3 JJ Mall (Open daily)
- 4 Or tor Kor, Open Daily (Fruit and Food Market)

### Chauchak Park

- 1 Butterfly Farm
- 2 Children Museum
- 3 Sport and Recreation (SRT Park)

### Tourist Attraction

- 1 Golf Course
- Alpine
- Pinehurst
- Vintage
- Ayudhya Province
- Bangsai Cultural Center
- 2 Ko Kret
- 3 Wat Boromracha
- 4 Kanchanapisek Anusorn
- 5 Fruit Orchard
- 6 Dream World



From Hotel to Subway