

Invitation for the Annual General Meeting of the Shareholders for the year 2020

AppliCAD Public Company Limited



Friday 3 July 2020 at 9.00 a.m.
True Digital Park, 6th floor, Auditorium
101, Sukhumvit rd., Bangchak,
Phrakhanong Bangkok



Registration time starts from 07.30 a.m.

To facilitate the registration or attendance of shareholders or proxies, please bring the invitation, registration paper, or proxy and identification card or any document issued by the government to confirm identity in order to attend the meeting

**No souvenirs, food & beverage are available at Annual General Meeting
of Shareholders for the year 2020**

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Attachment 2

- Registration form and Annual Report in QR Code format (shall submit on the meeting date)

**Guidelines for attending the Annual General
Meeting of Shareholders for the year 2020
AppliCAD Public Company Limited
Under the Pandemic of Coronavirus 2019
or COVID-19**

AppliCAD Public Company Limited, (“the Company”) has realized about the current situation of the pandemic of coronavirus 2019 known as COVID-19 which is spreading rapidly, therefore it is necessary to impose measures and guidelines for attending the Annual General Meeting of Shareholders for the year 2020 to ensure that the shareholders comply strictly. Such measures and guidelines are set to comply with the measures prescribed by the government to control the pandemic, taking into account the health and health of all participants, especially those with health risks. This includes disease prevention measures in accordance with the provisions of Article 9 of the Emergency Decree B.E. 2548 (No. 1) and the Coronary Prevention and Control 19 (COVID-19) for meetings, seminars, or other similar activities by the Department of Disease Control Ministry of Public Health dated 11 February 2020 to ensure the safety of the health of all shareholders and meeting participants. The details of measures and guidelines regarding the Annual General Meeting of Shareholders for the year 2020 are as follows;

1. The Company encourages the shareholders to proxy the Company's independent director to attend the meeting and cast a vote (name and details in attachment 5) by filling the proxy form delivered to the shareholders or can download from the Company's website and submit to the Company as the following address with documents (as in attachment 3) by 29 June 2020 to facilitate the document checking.

Miss Vutita Srikaew (Company Secretary)
AppliCAD Public Company Limited
69, Sukhumvit 68, Sukhumvit rd.,
Bangna-Nuea, Bangna, Bangkok, 10260

2. The Company has provided the period for shareholders to submit the question in advance, including name – last name and telephone number to the Company via e-mail to ir@applicadthai.com or send the question along with the proxy form to proxy the Company's independent director mentioned above as the written question related to the meeting agenda and the Company will completely record such question and answer in the minutes of the meeting.

3. For the shareholders who wish to attend the meeting themselves, the Company would like to inform that the shareholders must strictly follow the relevant laws and must also implement various measures issued by relevant government agencies. Attending the shareholders' meeting cannot be claimed to be the exception of mistake that you have violated the provisions of the relevant laws. Moreover, you must accept the risk that may arise from attending the meeting, as well as your own health and health care, which may be affected by the Company's events. Therefore, the Company strongly requests cooperation with all shareholders to take the strict measures to prevent the risk of the pandemic as follows;

3.1. The Company requests the cooperation from the shareholders wishing to attend the meeting in person, who must be under 70 years old, in order to comply with Article 8 (1) of the terms issued under Article 9 of the Emergency Decree that require seniors aged 70 years and older to be at high risk of being easily infected with the COVID-19 and require those who are above 70 years old to stay home to avoid being infected from the surroundings, as well as your own health. If the shareholders over the age of 70 wish to exercise their voting rights at the meeting, you can authorize an independent director of the Company to attend the meeting and vote on your behalf.

3.2. The Company will set up the screening points and check the body temperature of all participants at the entrance of the building in front of the elevator. If the body temperature is 37.5 degrees Celsius or more, that participant would not be allowed to attend the meeting. The participants who passed the screening will receive the stickers and have to wear their own masks at all times at the meeting, as well as clean their hands with the sanitizer provided at various points. In this regard, the Company requests the social distancing at least 1 meter from all participants in lining up at the screening point, document checking point, and registration point. If the Company finds any people in the risk groups, such as people returning from high-risk countries in accordance with the Ministry of Public Health's announcement regarding the areas outside of the Kingdom that are dangerously contagious in the case of Coronavirus Disease 2019 (COVID-19) B.E. 2563 dated on 2 March 2020 or other countries that the Company considers as the risk and not over the period of 14 days from the date of return from travel. This includes people who are in close contact with people traveling to or from those countries and have not expired a 14-day period from their return or those who have fever (37.5 degrees Celsius or above) or respiratory symptoms such as cough, sneezing, nasal discharge, sore throat, wheezing or any other symptoms or indications that may be suspicious or at risk of coronary infection 2019 (COVID-19). The Company requests cooperation in not allowing those in the risk group to participate in the meeting, whereby the company will arrange you to appoint a proxy on your behalf.

3.3. The participants will be invited to sit according to the appropriate social distance, with the seating distance at least 1.5 meters in the meeting room, therefore there may be restrictions on the number of seats in the meeting room that will drop significantly.

3.4. For the shareholders who have been screened and wish to attend the Annual General Meeting of Shareholders for the year 2020, the Company would like you to follow these instructions;

- please wear a mask during the attendance
- please wash your hands with soap or sanitizer
- avoid touching the face (eyes, nose, mouth) unnecessarily
- avoid using and sharing items with others
- if you have a fever, coughing, sneezing, runny nose, sore throat, wheezing,
the company asks you to leave the meeting room immediately.

4. The Company would not provide souvenirs, food & beverage and the shareholders are strictly prohibited from eating any food to prevent from the risk of spreading.

5. If the situation continues changing or there are additional requirements from government agencies regarding the holding of shareholders' meeting, the Company will inform you on the Company's website (www.applicadthai.com). However, there may be a delay in screening and registration. The company would like to apologize for the inconvenience.

Please be informed and thank you for your cooperation in the strict compliance with the mentioned guidelines.

**Invitation for the Annual General Meeting
of the Shareholders for the year 2020
AppliCAD Public Company Limited**

29 May 2020

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2020

To: Shareholders AppliCAD Public Company Limited

- Attachments:**
1. A copy of the minutes of the Extraordinary General Meeting of shareholders No. 1/2019
 2. Annual Report of 2019 in the QR Code format consisting of Financial Statements for the year 2019 and company summary for the year 2019
 3. Proxy form A and B.
 4. Resume of the proposed nominee director to replace the director retired by rotation
 5. Information of independent directors and audit committees proposed as a proxy from shareholders
 6. Definition of "Independent Director"
 7. Articles of Association on the Annual General Meeting of Shareholders
 8. Clarification of how to register, give a proxy, document to identify before attending the Annual General Meeting of Shareholders
 9. Procedure for attending the Annual General Meeting of Shareholders for the year 2020
 10. Requesting form for the annual report
 11. Location map for the Annual General Meeting of Shareholders for the year 2020
 12. Registration form (submit on the meeting date)

According to the Board of Directors meeting of AppliCAD Public Company Limited ("the Company") No. 3/2020 on 3 April 2020, there had the resolution to postpone the Annual General Meeting of Shareholders for the year 2020 from Friday 17 April 2020 by canceling the date of the meeting and the agenda of the Annual General Meeting of Shareholders for the year 2020, as well as canceling the date for determining the list of shareholders entitled to attend the meeting (Record Date) that was originally scheduled on March 23, 2020.

The spreading situation of coronavirus 2019 or COVID-19 which is increasing rapidly and continuously, as well as the declaration of the Prime Minister on the emergency in all local areas throughout the Kingdom as of March 25, 2020, effective from March 26, 2020 onwards, including the regulations issued under Section 9 of the Emergency Management Decree B.E. 2548 (No. 1) and the Bangkok Declaration of Independence as of 27 March 2020. In addition, there is the declaration about the responsible chief to resolve the emergency situations regarding security, prohibiting rallies, merging activities on 3 April 2020, prohibiting rallies or activities at risk of spreading anywhere in the kingdom, except for doing activities within the family that are in their own place or any government activities which have certain measures to keep a safe distance between people. Therefore, to prevent and reduce the risk of the spread of the infection and the great concern for the health and safety of shareholders and participants in the meeting from the Company, including to comply with the measures of the Department of Disease Control Ministry of Public Health etc.

According to the Board of Directors meeting of AppliCAD Public Company Limited (“the Company”) No. 4/2020 on 13 May 2020, there had the resolution to arrange the Annual General Meeting of Shareholders for the year 2020 at 09.00 a.m. at True Digital Park, 6th floor, Auditorium, 101, Sukhumvit rd., Bangchak, Phrakhanong, Bangkok, and the record date to determine the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2020 on 27 May 2020 as following agenda;

Agenda 1 : To certify the minutes of the Extraordinary General Meeting of Shareholders

No.1/2019 on 25 September 2019

Facts and rationale : The Company held the Extraordinary General Meeting of shareholder No.1/2019 on 25 September 2019 as the following details in the copy of minutes of the Extraordinary General Meeting of shareholders No. 1/2019 submitted to shareholders as well as in this invitation (**attachment 1**)

The opinion of Board of Directors : The Board considered and approved that the minutes of the Extraordinary General Meeting of shareholder No.1/2019 on 25 September 2019 have been completely and accurately recorded and should be certified.

Voting : This agenda requires a majority vote of shareholders attending the meeting and having the right to vote.

Agenda 2 : To acknowledge the operating performance of the Company for the year 2019

Facts and rationale : The Company has summarized the operating performance for the previous year ended 31 December 2019 shown in the annual report of 2019 submitted to the shareholders in the QR-Code format as well as the invitation (**attachment 2**).

The opinion of Board of Directors : The Board approved to propose to the Annual General Meeting of shareholders to acknowledge the operating performance of the Company for the year 2019 as details shown in attachment 2.

Voting : This agenda is for acknowledgement and no casting vote is required from shareholders.

Agenda 3 : To consider and approve the financial statements for the year ended 31 December 2019

Facts and rationale : To comply with the Public Limited Companies Act, B.E. 2535(1992) Section 112 and the Articles of Association of the Company, Article 55, the Board shall prepare the balance sheet and the profit and loss account at the end of fiscal year to be proposed to the Annual General Meeting of shareholders to consider and approve. This information shall be audited by the auditor before proposing to the Annual General Meeting of shareholder.

The opinion of Board of Directors : The Board approved to propose to the Annual General Meeting of shareholders to consider and approve the financial statements for the year ended 31 December 2019 audited by the auditor as details shown in the annual report of 2019 (**attachment 2**).

Voting : This agenda requires a majority vote of shareholders attending the meeting and having the right to vote.

Agenda 4 : To acknowledge the interim dividend payment from the Company's profit for the year ended 31 December 2019.

Facts and rationale : According to the Company's dividend policy stipulating that the dividends must be paid to shareholders of not less than 40% of the net profit from the separate financial statements of the Company in each year after the deduction of corporate income tax and legal reserve allocation, however, the Company may consider the dividend payment differently from the policy set forth which will depend on the operating results, financial status, financial liquidity and the need to use as the working capital for business management and future business expansion plans, including economic conditions and Article 47 of the Articles of Association states that prohibiting dividends shall be declared except by the resolution of the shareholders' meeting or the Board's resolution in the event of an interim dividend payment and Article 48 of the Articles of Association states that the Board of Directors may pay interim dividends to shareholders from time to time when it appears that the Company has sufficient profits to do so and after paying the dividends, it shall be reported to the shareholders' meeting in the next shareholders' meeting.

The Company's operating results for the period from 1 January to 31 December 2019, which has been audited by the auditor from Karin Audit Company Limited, the Company has a net profit in the amount of 52,941,260 baht (Fifty-two million nine hundred forty-one thousand two hundred and sixty baht).

Due to the pandemic of coronavirus 2019 infection (COVID-19), the Company is unable to hold the Annual General Meeting of Shareholders to approve the annual dividend payment. Therefore, the Board of Directors has considered the interim dividend of 0.10 baht per share, totaling 28,000,000 baht (twenty-eight million baht) and allocated some profits as legal reserve as the amount of 2,647,000 baht (Two million six hundred forty-seven thousand baht) by determining the list of shareholders entitled to receive dividends (Record date) on 17 April 2020 and set the dividend payment date on 30 April 2020, according to the resolution of the Board of Directors No. 3/2020 on 3 April 2020.

The opinion of Board of Directors : The Board has a resolution to report further and propose to the Annual General Meeting of shareholders for acknowledgment of the interim dividend payment which has already been paid at the rate of 0.10 baht per share, representing a total of 28,000,000 baht (twenty eight million baht) on 30 April 2020

Voting : This agenda is for acknowledgement and no casting vote is required from shareholders.

Agenda 5 : To consider and approve the appointment of directors replacing those retire by rotation

Facts and rationale : To comply with the Public Limited Companies Act, B.E. 2535(1992) Section 71 and the Articles of Association of the Company, Article 18, "In the Annual General Meeting, one-third (1/3) of the total number of directors shall retire by rotation. In a case, the number of directors cannot be divided into three, the nearest number of one-third (1/3) of the total number of directors shall retire by rotation in the first year and in the second year of being listed company, the Company shall draw lots to find the director to be retired. In subsequent years, the directors who remain in the position for the longest period shall retire and such retired directors are eligible for reappointment. There are three (3) directors who will retire by rotation at the Annual General Meeting of shareholders for the year 2020 as follows;

- | | |
|-------------------------------|--|
| 1. Mr. Prapas Tangadulrat | Director |
| 2. Miss Thitiporn Chartaisong | Director |
| 3. Mr. Jeerawat Kulsapudom | Independent director and Audit committee |

The Company has provided the opportunity to shareholders to nominate the candidate for the election of the Company's director in advance. The disclosure has been announced on the announcement system of the Stock Exchange of Thailand as well as the Company's website from 14 to 18 February 2020. As a result, there is no shareholder nominated the candidate for the election of the Company's director.

The opinion of Board of Directors :The Board considered and approved to propose to the Annual General Meeting of shareholders for the year 2020 to consider and approve the election board to replace 3 boards retired by rotation as follows; Mr.Prapas Tangadulrat, Miss Thitiporn Chartaisong and Mr.Jeerawat Kulsapudom to reappointment as board.

The Company has attached the information of those 3 boards (**attachment 4**), the definition of the independent directors (**attachment 6**) and annual report under the subject of corporate governance (**attachment 2 in the QR-Code format**).

Voting : This agenda requires a majority vote of shareholders attending the meeting and having the right to vote.

Agenda 6 : To consider and approve the remuneration of directors

Facts and rationale : To comply with the Public Limited Companies Act, B.E. 2535(1992) Section 90 and the Articles of Association of the Company, Article 33, "Directors are entitled to receive the remuneration from the Company in the form of money, allowances, bonuses or benefits in other ways according to regulations or the consideration from the shareholders' meeting that can be defined as the exact amount or setting criteria and guidelines from time to time or it will be valid until the change has made. Moreover, allowances and other benefits will be provided according to the Company's regulations without any affect to the rights employees of the Company who are elected as the board in order to receive the compensation and benefits as employees of the Company. The remuneration shall not be contrary to or conflict with the qualifications of independent directors required by the Securities and Exchange Act.

The opinion of Board of Directors : The Board considered and approved to propose to the Annual General Meeting of shareholders for the year 2020 to consider and approve as follows;

1. The remuneration of directors

Unit: baht/person/One time

	Allowance	
	2020	2019
1. Board of Directors		
● Chairman	30,000	30,000
● Non-executive directors	17,500	17,500
● Executive directors	5,000	5,000
2. Audit committee		
● Chairman of audit committee	30,000	30,000
● member of audit committee	17,500	17,500

Voting : This agenda requires at least two-third of vote from the total votes of shareholders attending the meeting.

Agenda 7 : To consider and approve the appointment and remuneration of auditor for the year 2020

Facts and rationale : To comply with the Public Limited Companies Act, B.E. 2535(1992) Section 120 and Section 121 and the Articles of Association of the Company, Article 58, “The Annual General Meeting of Shareholders shall annually appoint the auditor and shareholders may reappoint the retired auditor”.

The Articles of Association of the Company, Article 59 states that “the auditor’s remuneration of the Company shall be defined by shareholders. Moreover, the Articles of Association of the Company, Article 60 states that at the time of being directors, employees, or any positions of the Company cannot be selected as the auditor of the Company.

The opinion of Board of Directors : The Board considered and approved to propose to the Annual General Meeting of shareholders for the year 2020 to consider and approve the appointment of Karin Audit Company Limited to be the auditor of the Company for the year 2020 as following names;

List of auditors	CPA registration number
1. Mr. Jadesada Hungsapruet	CPA registration 3759
2. Ms. Kannika Wipanurat	CPA registration 7305
3. Mr. Jirote Sirirorote	CPA registration 5113
4. Ms. Nonglak Pattanabandith	CPA registration 4713
5. Mrs. Sumana Senivongse Na Ayudhaya	CPA registration 5897

In this regard, one of the above persons will be responsible for auditing and providing the comments on the financial statements of the Company and its subsidiaries including determining the auditor’s remuneration for the Company up to 2,355,000 baht (two million three hundred fifty-five thousand baht) per one year.

Voting : This agenda requires a majority vote of shareholders attending the meeting and having the right to vote.

Agenda 8 : To consider and approve the amendment of the Company’s Articles of Association

Facts and rationale : According to the Board of Director’s meeting No. 4/2020 on 13 May 2020, there had the resolution to approve the amendment of the Company’s Articles of Association No. 28 by canceling the original text of No. 28 and use the new text with the details of the regulations that do not proposed to be amended but maintaining the same to make the Board meetings and shareholders’ meeting more streamlined by acting in accordance with the law, announcement or any other clarifications related to the meeting through electronic media including any further amendments.

In order to comply with the provisions of Section 31 of the Public Limited Companies Act and the Company’s Articles of Association, Article 3, any additions or amendments to this regulation or in accordance with the terms of the Memorandum of Association shall be made only upon receipt of the resolution of the shareholders’ meeting with a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

The opinion of Board of Directors : Agreed to propose to the meeting to consider and approve the amendment of Article 28 of the Company’s Articles of Association by canceling the original text of Article 28 of the Article of Association and using the new text with the details of the regulations that do not proposed to be amended but maintaining the same to make the Board meetings and shareholders’ meeting more streamlined by acting in accordance with the law, announcement or any other clarifications which has the details of the amendment and addition of the Articles of Association of the Company as follows;

No	Existing Clause	New Clause
28	<p>At a meeting of the board of directors whether through physically attend or Electronic conferencing, the presence of not less than one half of the total number of directors is required to constitute a quorum.</p> <p>Apart from the requirements in the first paragraph, in case the board of directors' meeting be held through electronic media, all of the conference attendees shall have their presence in the Kingdom of Thailand and at least one third of the quorum shall physically attend the conference at the same conference venue. The electronic conferencing shall be conducted by the determination of the standards for electronic conferencing security through making audio or audio and video recording in electronic data format, as the case may be, of every conference attendee throughout the conference period as well as the traffic data occurred in such recording. The electronic conference control system must be conducted in accordance with the standards for electronic conferencing security imposed by the Ministry of Information and Communication Technology B.E. 2557 (2014) and the amendment that the Chairman shall be the chairman of the meeting. In the case where the chairman of the board is not present at the meeting or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the directors present at the meeting shall elect one amongst themselves to preside over the meeting.</p>	<p>At a meeting of the board of directors whether through physically attend or Electronic conferencing, the presence of not less than one half of the total number of directors is required to constitute a quorum.</p> <p>In case the board of directors' meeting be held through electronic media, such meeting shall be proceeded in accordance with the criteria and methods specified by law. The Chairman shall be the chairman of the meeting. In the case where the chairman of the board is not present at the meeting or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the directors present at the meeting shall elect one amongst themselves to preside over the meeting</p>

Voting : This agenda requires at least two-third of vote from the total votes of shareholders attending the meeting.

Agenda 9 : To consider other matters (if any)

.....

The Company has scheduled the record date to determine the list of shareholders who are entitled to attend the Annual General Meeting for the year 2020 on 27 May 2020. Therefore, the Company kindly invite shareholders to attend the Annual General Meeting of Shareholders for the year 2020 as mentioned date, time and venue (**details in attachment 11**) and the registration will start from 07.30 onwards. Shareholders and proxies are required to submit document before attending the meeting (**as in attachment 8**). In a case, shareholders cannot attend the meeting in person, and would like to proxy to the others to attend the meeting and cast the vote. Proxy form A or B is required to be completely filled (suggest to use proxy form B) **as in attachment 3**. In order to protect the right of shareholders who are unable to attend the meeting in person, the appointment of independent director of the Company and the audit committee to attend the meeting instead is suggested by using the proxy form to appoint one of the Company's independent directors as details **in attachment 5** to attend the meeting and cast the vote.

In order to make the registration of the Annual General Meeting of Shareholders for the year 2020 to be more convenient and faster, shareholders are required to learn how to register, voting, proxy and preparing the required document as mentioned **in the attachment 8**. The Company will operate by following the Articles of Association of the Company about the meeting of shareholders as **in the attachment 7**.

If shareholders require receiving the annual report of 2019 in the book format, please fill the information required in the requesting form of annual report as **in the attachment 10**.

Yours sincerely

AppliCAD Public Company Limited



(Asst. Prof.Dr. Prasert Kanthamanon)

Chairman

Minutes of the Extraordinary General Meeting of Shareholders No.1/2019 of AppliCAD Public Company Limited

Date, Time and Venue

The meeting was held on 25 September 2019 at 20.30 at the Company's meeting room, AppliCAD Public Company Limited ("the Company"), 69, Sukhumvit 68, Sukhumvit rd., Bangna-Neau, Bangna, Bangkok, 10260.

Start a meeting

Asst. Prof. Dr. Prasert Kanthamanon, Chairman of the Board of Directors, served as Chairman of the meeting ("Chairman"). Chairman announced to the meeting that there were 7 participants as the Company's shareholders and proxies counting as 200,000,000 shares having a quorum in accordance with the Company's regulations. After that, Chairman gave the opening speech and conducted the meeting as follows;

Agenda 1 : To approve the Minutes of the Annual General Meeting of Shareholders of 2019

Chairman proposed to the meeting to consider and approve the Minutes of the Annual General Meeting of Shareholders of 2019 held on 8 March 2019 as the following details in the copy of that minutes sent to the shareholders together with the invitation letter.

The opinion of the Board of Directors: agreed to propose to the shareholders' meeting to approve the minutes of the Annual General Meeting of Shareholders of 2019 held on 8 March 2019.

Resolution : The meeting has considered and had the unanimous resolution to certify the Minutes of the Annual General Meeting of shareholders of 2019 proposed by Chairman.

Agenda 2 : To consider and approve the financial statements for the year end as of 31 December 2018 (revised)

Chairman has invited Miss Thitiporn Chartaisong, Director of Central Administration to report the financial statements for the year 2018 ended on 31 December 2018 (revised) approved by the auditor as the details in the attachment submitted by the Company (attachment 2)

Miss Thitiporn Chartaisong has reported to the meeting that the auditor has adjusted the financial statements for the year 2018 ended on 31 December 2018, because during the period of 2019, the Company has reconsidered the Accounting Practices regarding the allocation of revenue from sales, revenue from services, revenue from training, cost of sales, cost of services and cost of training and found that in the past, the interpretation of the Accounting Standard No. 18 regarding revenue has been deviated from the Financial Reporting Standard No. 15 with more practical clarity and it is effective from 1 January 2019. Therefore, the Company had to adjust the financial statements audited and presented earlier. The Company has issued the financial statements for the year end as of 31 December 2018 and adjusted the data for new comparison period in consolidated and separate financial statements ended on 31 December 2017 and 2016 as the Financial Reporting Standard No. 15 as follows;

(Unit : Million baht)

	Consolidated financial statement			Separate financial statement		
	as of 31 Dec 2018	as of 31 Dec 2017	as of 31 Dec 2016	as of 31 Dec 2018	as of 31 Dec 2017	as of 31 Dec 2016
Statement of Financial Position						
Asset Increase (Decrease)						
Account receivable and other current receivables	6.33	3.72	4.01	6.33	3.72	4.01
Deferred income tax asset	3.21	2.26	1.66	3.21	2.26	1.66
Liability and accumulated income (Increase) Decrease						
Trade payable and other current payables	(38.05)	(28.60)	(24.82)	(38.05)	(28.60)	(24.82)
Forecasting for other current liabilities	10.29	8.22	7.15	10.29	8.22	7.15
Accumulated income						
Accumulated income (appropriated)	0.19	-	-	0.19	-	-
Accumulated income (unappropriated)	18.03	14.41	12.00	18.03	14.41	12.00

(Unit : Million baht)

For the year ended on 31 December

	Consolidated financial statement		Separate financial statement	
	2018	2017	2018	2017
Earnings statement				
Net profit Increase (Decrease)				
Revenue from sales	(59.39)	(45.41)	(59.39)	(45.41)
Revenue from services	37.24	29.15	23.58	18.74
Revenue from training	12.72	12.48	26.37	22.88
Cost of sales	13.82	9.76	13.82	9.76
Cost of services	(6.59)	(5.85)	7.07	4.56
Cost of training	-	-	(13.65)	(10.40)
Cost of distribution	(2.55)	(3.14)	(2.55)	(3.14)
Tax expense	0.95	0.60	0.95	0.60


The opinion of the Board of Directors: agreed to propose to the shareholders' meeting to approve the financial statements of the Company for the year ended 31 December 2018 (revised) audited by the certified auditor.

Resolution : The meeting has considered and had the unanimous resolution to certify the financial statements of the Company for the year ended 31 December 2018 (revised)

Agenda 3 : To consider other matters (if any)

No other matters have been proposed in the meeting

Finished meeting at 21.30

Signature  Chairman
(Asst. Prof. Dr. Prasert Kanthamanon)

Written at.....

Date.....Month.....Year.....

(1) I / We.....Nationality.....

ID Number / Passport No. / Company Registration No.....

With address at.....Road.....Subdistrict.....

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

(2) Being a shareholder of AppliCAD Public Company Limited

Holding the total amount of.....Shares with the voting rights of.....Votes as follow:

Ordinary share.....Shares with the voting rights of.....votes

Preferred share.....Shares with the voting rights of.....votes

(3) Do hereby appoint either one of the following persons (can appoint the independent director in following name as in the details in the attachment 5)

☐ (1) Dr. Sunee Sornchaitanasuk Age 58 years 819/8 Soi Pariyanon 1,
Sathupradit 57 rd., Bangphongphang,
Yannawa, Bangkok 10120

<input type="checkbox"/>	(2) Mr. Jeerawat Kulsapudom	Age 49 years	34/57 Soi Sukhumvit 59, Sukhumvit rd., Klongtannuea, Wattana, Bangkok 10110
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☐ (3) Name-Surname (Mr., Mrs., Miss,).....Age.....Years
 ID No. / Passport No. / Company registration.....
 Residing at Address.....Road.....Sub-district.....
 District.....Province.....Postal Code.....

☐ (4) Name-Surname (Mr., Mrs., Miss,).....Age.....Years
 ID No. / Passport No. / Company registration.....
 Residing at Address.....Road.....Sub-district.....
 District.....Province.....Postal Code.....

As only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of shareholders for the year 2020 on Friday 3 July 2020 at 09.00 a.m. at True Digital Park, 6th floor, Auditorium, 101, Sukhumvit road, Bangchak, Phrakhanong, Bangkok at any adjournment thereof.

For any act performed by the proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed.....Shareholder

(.....)

Signed.....Proxy

(.....)

Remark :

The shareholder who appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

Written at.....

Date.....Month.....Year.....

(1) I / We.....Nationality.....

ID Number / Passport No. / Company Registration No.....

With address at.....Road.....Subdistrict.....

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

(2) Being a shareholder of AppliCAD Public Company Limited

Holding the total amount of.....Shares with the voting rights of.....Votes as follow;

Ordinary share.....Shares with the voting rights of.....Votes

Preferred share.....Shares with the voting rights of.....Votes

(3) Do hereby appoint either one of the following persons (can appoint the independent director in following name as in the details in the attachment 5)

☐ (1) Dr. Sunee Sornchaitanasuk Age 58 years 819/8 Soi Pariyanon 1,
Sathupradit 57 rd., Bangphongphang,
Yannawa, Bangkok 10120

<input type="checkbox"/>	(2) Mr. Jeerawat Kulsapudom	Age 49 years	34/57 Soi Sukhumvit 59, Sukhumvit rd., Klongtannuea, Wattana, Bangkok 10110
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☐ (3) Name-Surname (Mr., Mrs., Miss,).....Age.....Years
 ID No. / Passport No. / Company registration.....
 Residing at Address.....Road.....Sub-district.....
 District.....Province.....Postal Code.....

☐ (4) Name-Surname (Mr., Mrs., Miss,).....Age.....Years
 ID No. / Passport No. / Company registration.....
 Residing at Address.....Road.....Sub-district.....
 District.....Province.....Postal Code.....

As only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of shareholders for the year 2020 on Friday 3 July 2020 at 09.00 a.m. at True Digital Park, 6th floor, Auditorium, 101, Sukhumvit road, Bangchak, Phrakhanong, Bangkokor at any adjournment thereof.

(4) I / We authorize my / our proxy to cast the votes according to my / our intentions as follows:

Agenda 1: To certify the minutes of the Extraordinary General Meeting of Shareholders

No.1/2019 on 25 September 2019

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 2 : To acknowledge the operating performance of the Company for the year 2019

- This agenda is for acknowledgement and no casting vote is required from shareholders.

Agenda 3 : To consider and approve the financial statements for the year ended 31 December 2019

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 : To acknowledge the interim dividend payment from the Company's profit for the year ended 31 December 2019.

- This agenda is for acknowledgement and no casting vote is required from shareholders.

Agenda 5 : To consider and approve the appointment of directors replacing those retire by rotation

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ To appoint directors entirely
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ To appoint directors individually
- Mr. Prapas Tangadulrat
- ☐ Approve ☐ Disapprove ☐ Abstain
- Miss Thitiporn Chartaisong
- ☐ Approve ☐ Disapprove ☐ Abstain
- Mr. Jeerawat Kulsapudom
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 : To consider and approve the remuneration of directors

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 : To consider and approve the appointment and remuneration of auditor for the year 2020

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8 : To consider and approve the amendment of the Company's Articles of Association

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9: To consider other matters (if any)

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) Vote of the proxy in any agenda which is not in accordance with this form of proxy shall be invalid and shall not be the vote of the shareholder.

(6) In case I do specify the authorization or the authorization is unclear, if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote that matter on my / our behalf as the proxy deems appropriate.

For any act performed by the proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects except for the vote of the proxy which is not in accordance with this Proxy Form.

Signed.....Shareholder

(.....)

Signed.....Proxy

(.....)

Remark

1. The shareholder who appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. The shareholder must proxy as the number stated in 2 which cannot partially proxy less than the number stated in 2.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the regular continued proxy form as enclosed.

Regular Continued Proxy Form B

Authorization on behalf of the shareholder of **AppliCAD Public Company Limited** at the Annual General Meeting of shareholders for the year 2020 on Friday 3 July 2020 at 09.00 a.m. at True Digital Park, 6th floor, Auditorium, 101, Sukhumvit road, Bangchak, Phrakhanong, Bangkok at any adjournment thereof.

Agenda No.....Subject.....

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No.....Subject.....

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No.....Subject.....

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No.....Subject.....

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No.....Subject.....

- ☐ (a) The proxy is entitled to cast the votes on my / our behalf as its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with my / our following instruction;
- ☐ Approve ☐ Disapprove ☐ Abstain

Name and history of the proposed nominee director to replace the director retired by rotation



Mr. Prapas Tangadulrat

Director and Chief Executive Officer

Age 49 years

Nationality: Thai

Education

- Master of Business Administration, Bangkok University
- Bachelor of Engineering (Computer Engineering), King Mongkut's University of Technology Thonburi

Completed Program from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class SET/2012

Year of being Director of the Company

- 8 years (2012 – present)

Shareholding in the Company (%) (Self / Spouse / Underage children)

- 57.15% from the issued shares

Position in other companies (Not listed company)

- Director, DETI Company Limited
- Director, Ribbit Prototype Company Limited
- Director, PT. Indonesia AppliCAD Company

Position in related business / competition / related to the Company's business

- None

Position in other companies that may cause conflict of interest

- None

Working experience during the past 5 years

- None

Number of Meeting attendance in 2019

- Board of directors 8/8 times

Prohibited qualifications

- No criminal record relating to the assets with dishonest conduct

Other qualifications

- Never been the employee or partner of the current external auditor the past 2 years

Name and history of the proposed nominee director to replace the director retired by rotation



Miss Thitiporn Chartaisong

Director and Executive Director of
Central Administration Department

Age 51 years

Nationality: Thai

Education

- Bachelor of Accountancy (Accounting and Finance), Ramkhamhaeng University

Completed Program from Thai Institute of Directors (IOD)

- Directors Accreditation Program (DAP), Class DAP/2012
- Strategic CFO in Stock Market, Class 4/2017
- Driving Company Success with IT Governance (ITG), ITG 1/2016
- Company Secretary Program (CSP), Class 48/2012

Year of being Director of the Company

- 8 years (2012 – present)

Shareholding in the Company (%) (Self / Spouse / Underage children)

- 0.04% from the issued shares

Position in other companies (Not listed company)

- Director, DETI Company Limited
- Director, Ribbit Prototype Company Limited

Position in related business / competition / related to the Company's business

- None

Position in other companies that may cause conflict of interest

- None

Working experience during the past 5 years

- None

Number of Meeting attendance in 2019

- Board of directors 8/8 times

Prohibited qualifications

- No criminal record relating to the assets with dishonest conduct

Other qualifications

- Never been the employee or partner of the current external auditor the past 2 years

Name and history of the proposed nominee director to replace the director retired by rotation



Mr. Jeerawat Kulsapudom

Independent Director and Audit Committee

Age 49 years

Nationality: Thai

Education

- Master of Business Administration, Kasetsart University
- Bachelor of Engineering (Computer Engineering), King Mongkut's University of Technology Thonburi

Completed Program from Thai Institute of Directors (IOD)

- Directors Accreditation Program (DAP), Class DAP151/2018

Year of being Director of the Company

- 8 years (2012 – present)

Shareholding in the Company (%) (Self / Spouse / Underage children)

- 0.07% from the issued shares

Position in other companies (Not listed company)

- Siri Ventures Company Limited
- Microsoft (Thailand) Company Limited

Position in related business / competition / related to the Company's business

- None

Position in other companies that may cause conflict of interest

- None

Working experience during the past 5 years

- None

Number of Meeting attendance in 2019

- Board of directors 7/8 times
- Audit committee 5/6 times

Prohibited qualifications

- No criminal record relating to the assets with dishonest conduct

Other qualifications

- Never been the employee or partner of the current external auditor the past 2 years

Information of Independent directors and Audit Committee proposed as the proxy from shareholder



Name : Dr. Sunee Sornchaitanasuk
Position in the Company : Chairman of Audit Committee and Independent directors
Age : 58 years
Address : 819/8 Soi Pariyanon 1, Sathupradit 57 rd., Bangphongphang, Yannawa, Bangkok 10120
Conflict of interest in agenda : **Agenda 6 :** To consider and approve the remuneration of directors



Name : Mr. Jeerawat Kulsapudom
Position in the Company : Independent directors and Audit Committee
Age : 49 years
Address : 34/57 Soi Sukhumvit 59, Sukhumvit rd., Klongtannuea, Wattana, Bangkok 10110
Conflict of interest in agenda : **Agenda 5 :** To consider and approve the appointment of directors replacing those retire by rotation
Agenda 6 : To consider and approve the remuneration of directors

Remark

Information of Independent Director disclosed in the Annual Report of 2019 under Board of Directors and management

Definition of “Independent Directors”

AppliCAD Public Company Limited (“the Company”) has defined the definition of “the independent directors” as the definition from the Securities and Exchange Commission and the Stock Exchange of Thailand as follows;

- (a) Not holding more than one percent of the total number of shares with the voting rights of the Company, its parent company, its subsidiaries, its associated companies, or juristic person who may have a conflict by counting the total shareholding of the relevant persons;
- (b) Not being or used to be a director who is involved in management, employees, staff, consultants obtaining the regular salary, or controlling persons of the Company, its parent company, its subsidiaries, its associated companies, any other same-level subsidiaries, or juristic person who may have a conflict, unless the foregoing relationship has ended not less than two years prior to the date of filing the request for approval to the Securities and Exchange Commission;
- (c) Not being a person related by blood or registration under laws in the manner of father, mother, spouse, sibling or child, including spouse of the children of executives or majority shareholders or controlling persons or persons to be nominated as executive or controlling persons of the Company or its subsidiaries
- (d) Not having or used to have any business relationship with the Company, its parent company, its subsidiaries, its associated companies, or juristic person who may have a conflict in a manner that may impede their independent judgment as well as not being or used to be a major shareholder, director who is not independent director or executive of those that have a business relationship with the Company, its parent company, its subsidiaries, its associated companies, or juristic person who may have a conflict, unless the foregoing relationship has ended not less than two years prior to the date of filing the request for approval to the Securities and Exchange Commission;
- (e) Not being or used to be the auditor of the Company, its parent company, its subsidiaries, its associated companies, or juristic person who may have a conflict and not being a major shareholder, director who is not independent director, executive or managing partner of the audit firm which has the Company's auditor, its parent company, its subsidiaries, its associated companies, or juristic person who may have a conflict, unless the foregoing relationship has ended not less than two years prior to the date of filing the request for approval to the Securities and Exchange Commission;
- (f) Not being or used to be any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, its subsidiaries, its associated companies, or juristic person who may have a conflict. In such a case, that professional advisor is a juristic person as well as a major shareholder, director who is not independent director, executive or managing partner of the professional advisor, unless the foregoing relationship has ended not less than two years prior to the date of filing the request for approval to the Securities and Exchange Commission;
- (g) Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder;
- (h) Not operating a business of the same nature and in the significant competition with the requester or its subsidiaries or not being a significant partner in the partnership or a director who is involved in management, employees, staff, consultants obtaining the regular salary or holding share exceeding one percent of the total number of voting rights of the other companies operating the business of the same nature and in the significant competition with the Company or its subsidiaries;
- (i) Not having any characteristics which make the independent director incapable of expressing independent opinions with regard to the Company's business operation.

AppliCAD Public Company Limited

Articles of Association of the Company relating to Meeting of Shareholders

Shareholders' Meeting

Article 34. The meeting of shareholders of the Company shall be held at the head office of the Company or nearby province.

Article 35. The meeting of shareholders shall be held once a year. Such meeting is called "a General Meeting of shareholders". This meeting shall be held within four (4) months of the end of the fiscal year of the Company. Any meeting of shareholders other than the one referred to in the first paragraph shall be called an Extraordinary General Meeting.

The Board of Directors shall convene such Extraordinary General Meeting at any time as deemed appropriate or one shareholder or shareholders holding altogether not less than ten (10) percent of the total number of shares sold may submit a written request signed by them with the statement therein the reasons of such requisition to ask the Board of Directors to call an extraordinary meeting of shareholders at any time. In such a case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

Article 36. In calling the meeting of shareholders, the Board of Directors shall prepare a notice for the meeting specifying the place, date, time, agenda of the meeting as well as matters to be proposed to the meeting together with reasonable details by stating clearly any one of which will be for acknowledgement, for approval or for consideration including the opinions of the Board of Directors in such matters and send to the shareholders and the registrar not less than seven (7) days before the date of the meeting. Furthermore, the notice calling the meeting shall also be advertised in a newspaper for not less than three (3) days before the date of meeting and a period of three (3) consecutive days.

Article 37. At a meeting of shareholders, there shall be shareholders and/or the shareholders' proxies present at the meeting in a number of not less than twenty-five (25) persons or not less than half of the total number of shareholders. In either case, such shareholders altogether shall hold not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.

In the event that after one hour (1) from the time fixed for any meeting of shareholders, the number of shareholders present is still not enough to form a quorum, and if such meeting of shareholders was requested by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called by the shareholders' request, the meeting shall be called again,

And notices calling the meeting shall be sent to the shareholders not less than seven (7) days before the meeting. In this case a quorum is not needed.

Article 39. The meeting of shareholders shall proceed in accordance with the order of agenda prescribed in the invitation, unless the meeting resolves are changed the order of agenda by voting of not less than one - thirds (1/3) of the shareholders attending the meeting.

Once the matters in the meeting in accordance with the agenda prescribed in the invitation have been considered, shareholders holding altogether not less than one - third (1/3) of the total number of sold shares may request the meeting to consider other matters than those prescribed in the invitation.

In a case of the consideration of such matters following the order of agenda determined in the invitation or such matters proposed by the shareholders has not finished, it is necessary to adjourn the meeting specifying the place, date and time for the next meeting. The Board of Directors will submit the invitation stating place, date, time and agenda to the shareholders and the registrar not less than seven (7) days before the date of the meeting. Furthermore, the notice calling the meeting shall also be advertised in a newspaper for not less than three (3) days before the date of meeting and a period of three (3) consecutive days

Article 40. The Chairman of the Board of Directors shall be the Chairman of the meeting of shareholders. If the Chairman is absent or is unable to perform his/her duty, the Vice Chairman shall act as Chairman. If there is no Vice Chairman or if there is one but he/she is not able to perform his/her duty, the shareholders attending the meeting shall elect one among themselves to be Chairman of that meeting

Giving proxy to attend the Meeting of Shareholders and the Rights of the Shareholders to cast the vote

Article 38. At a meeting of shareholders, the shareholder may appoint any person who reaches majority as proxy to attend the meeting and vote on behalf. The said appointment shall be made in writing, dated and signed by the shareholder according to the form prescribed by the registrar which shall at least contains the following items:

- (1) the number of shares held by the shareholder;
- (2) name of the proxy;
- (3) the number of meeting for which the proxy is appointed, as well as the voting.

Article 41. At a meeting, every shareholder shall have one vote for each share of which he/she is the holder. If any shareholder has interests in any matter to be resolved, he/she shall have no right to vote on such matter, except to vote on election of directors.

Article 42. Unless otherwise prescribed in this Articles of Association or by law or in any of the following cases, voting any resolution or any approval in the meeting of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. In a case of an equality of votes, the Chairman of the meeting would be entitled a vote as a casting vote.

The resolution of the following matters in the meeting of shareholders shall require the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the rights to vote:

- (1) selling or transferring the whole or essential part of the Company's business to a third party;
- (2) buying or accepting the transfer of business of another enterprise or a private company;
- (3) entering into, amending or terminating a contract to rent out the whole or essential part of the Company's business, appointing a third party to operate/manage the Company's business, merging with a third party's business with the aim to share the profit or loss;
- (4) amending the Company's Memorandum of Association or Articles of Association;
- (5) increasing or decreasing the Company's capital or
- (6) issuing debentures; or
- (7) amalgamating or dissolving the Company.

Dividend Payment

Article 47. No dividend shall be paid except by resolution of the general meeting or the board of directors in a case of interim dividend. The dividend payment shall be informed to the shareholders in the written form and shall also be published in a newspaper for a period of three (3) consecutive days and providing such dividend payment within one (1) months from such resolutions.

Article 48. The board of directors may from time to time pay to the shareholders such interim dividends if the Board estimates that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Article 49. Such dividend payment shall be paid according to the number of shares and each share shall receive an equal amount unless otherwise provided by the Articles of Association regarding preferred stocks.

The Company shall reserve partial of net profit as the legal reserve which is not less than five (5) percent from

Article 50. the annual net profit deducted by the total of the historical deficit (if any) until the reserve is not less than ten (10) percent of the registered capital. Aside from such reserve,

The Board of Directors may propose to the shareholders' meeting to approve to allocate other reserves as seen to be useful in the business of the Company. Once approved by the shareholders' meeting, the company will transfer to other reserves according to statutory reserves and residual value to compensate for the deficit of the Company.

Qualification, election and Directors retired by rotation

Article 16. The directors of the Company are not necessarily a shareholder of the Company.

Article 17. Directors of the Company shall be elected at the shareholders' meeting under the following terms and conditions:

1. Each shareholder shall have a number of votes equal to the number of shares held.
2. Each shareholder shall cast a vote for either an individual or the several Board of Directors. In a case of Board of Directors, splitting votes among the candidates is forbidden.
3. The candidate voted for highest scores in a descending order will be appointed directors according to the number of directors so available or required at that time. If the voted candidate in the descending order have equal votes in excess of the number of directors so available or required, selection by random drawing to obtain the number of directors to be elected shall be employed.

Article 18. In the Annual General Meeting, one-third (1/3) of the total number of directors shall retire by rotation. In a case, the number of directors cannot be divided into three, the nearest number of one-third (1/3) of the total number of directors shall retire by rotation in the first year and in the second year of being listed company, the Company shall draw lots to find the director to be retired. In subsequent years, the directors who remain in the position for the longest period shall retire and such retired directors are eligible for reappointment.

Article 19. In addition to retire by rotation, the directors may retire when;

1. Death
2. Resignation
3. Being disqualified or prohibited under the Public Limited Companies Act and Securities and Exchange Act
4. Vote by shareholders to leave
5. Order from the court

Article 23. Shareholders' meeting may vote on any directors to leave before the rotation by a vote of not less than three - fourth (3/4) of the number of shareholders attending the meeting and entitled to vote. The counting vote shall not be less than one - half (1/2) of the shares held by the shareholders attending at the meeting and entitled to vote.

Article 31. The Board of Directors is prohibited from the operation of the same nature and in competition with the Company or being a partner in a limited partnership or a partner without limit or being director in private companies or other public companies, having the business of the same nature and in competition with the Company. Unless informed the shareholders prior to the appointment.

Remuneration of Directors

Article 33. Directors are entitled to receive the remuneration from the Company in the form of money, allowances, bonuses or benefits in other ways according to regulations or the consideration from the shareholders' meeting that can be defined as the exact amount or setting criteria and guidelines from time to time or it will be valid until the change has made and moreover, allowances and other benefits will be provided according to the Company's regulations.

The preceding paragraph shall not have any effect to the rights employees of the Company who are elected as the board in order to receive the compensation and benefits as employees of the Company. The remuneration shall not be contrary to or conflict with the qualifications of independent directors required by the Securities and Exchange Act.

Qualifications, Appointment and Remuneration of Auditor

Article 58. Auditors to the Annual General Meeting of Shareholders shall be appointed every year. The shareholders may elect an auditor who retires to reappointment again.

Article 59. Remuneration of auditor shall be defined by the shareholders' meeting.

Article 60. Directors, employees, staff or person holding any position in the Company when being in that position cannot be selected as the auditor of the Company.

Article 61. The auditor has a duty to attend the shareholders' meeting of the Company when balance sheet, profit and loss and the Company's accounting issues are considered to clarify the audit to the shareholders. The company has to submit the report and documents of the Company to the shareholders in the shareholders' meeting for the auditor.

Guidelines for Registration, Giving Proxy and Document for attending Meeting of Shareholders

Registration for the meeting

Shareholders or proxies may register for the meeting from 07.30 onwards at True Digital Park, 6th floor, Auditorium, 101, Sukhumvit road, Bangchak, Phrakhanong, Bangkok, on Friday 3 July 2020. The Company uses the barcode system for the registration. Therefore, shareholders or proxies have to submit the document sent by the Company including the invitation with the bar code for the registration

Proxy

The Company has submitted the proxy form B according to prescription in the Regulation of Department of Business Development describing clear details of proxy to shareholders. The shareholders who cannot attend in person shall consider whether to appoint someone else or to appoint directors (as in attachment 5) to be the proxy for attending the meeting and for voting in the meeting.

However, in a case a shareholder would like to appoint a proxy in general, the shareholders shall employ the proxy form A, another case, if the shareholder is a foreign investor for which a custodian in Thailand is appointed, such a shareholder may download and use the proxy form C which is available at <http://www.applicadthai.com>

Shareholders as ordinary person

(1). Shareholders attend the meeting in person. Shareholders shall present the valid evidence with the photo issued by governmental authorities such as identification card, government ID card or passport.

(2). Shareholders appoint another person as proxy to attend the meeting.

2.1 Use the proxy form A. and B. (Form B. is recommended) as in the attachment in the invitation or can download from the Company's website at <http://www.applicadthai.com> correctly filled in and certified by both proxy grantor and proxy.

2.2 The copy of ID card from the proxy grantor with certification.

2.3 The proxy shall present the valid evidence issued by governmental authorities to the officer in order to register.

Shareholders as Juristic Person

Appointing another person as proxy to attend the meeting.

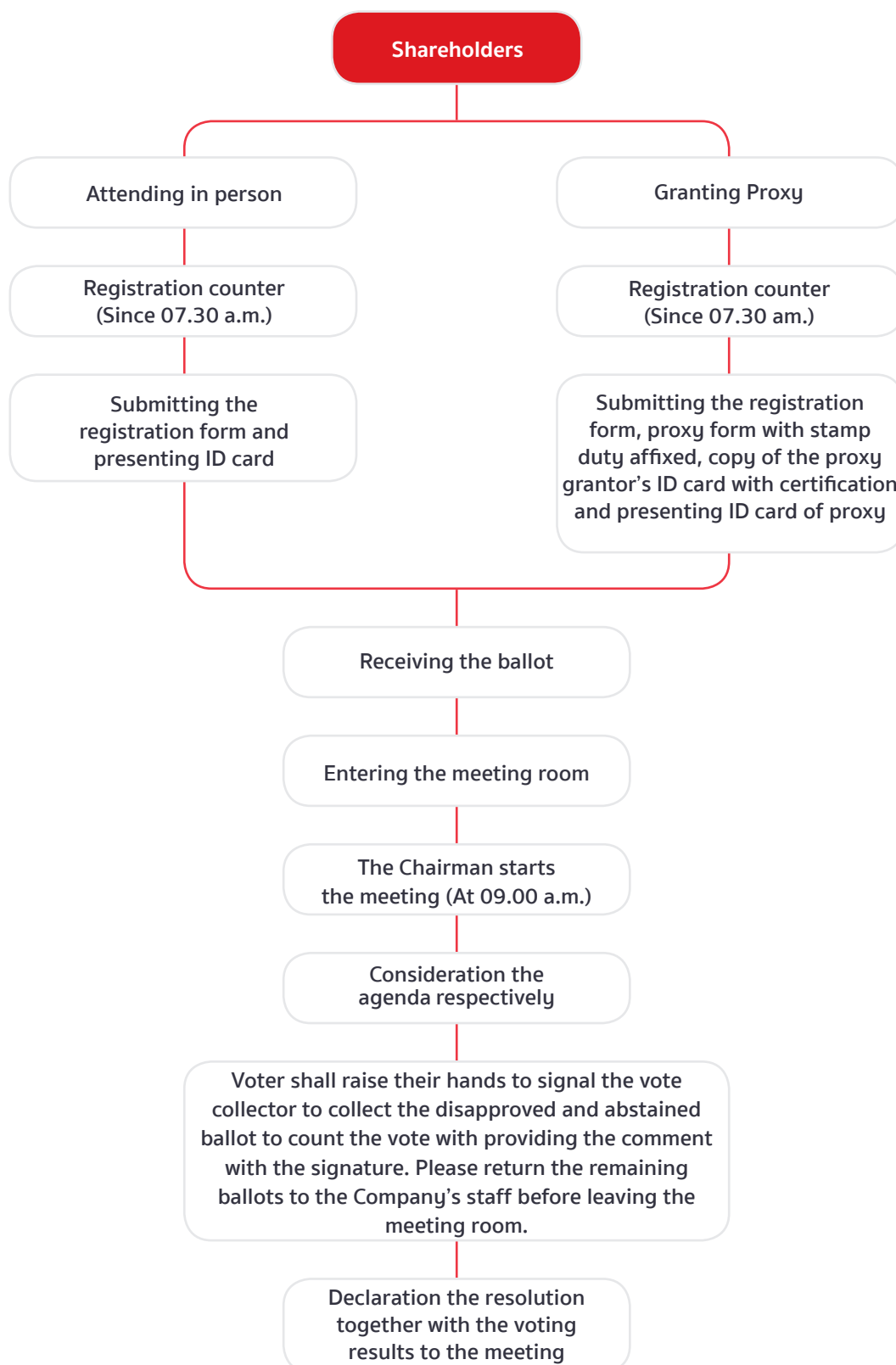
- (1) Use the proxy form A. and B. (Form B. is recommended) as in the attachment in the invitation or can download from the Company's website at <http://www.applicadthai.com> correctly filled in and certified by both proxy grantor and proxy. The proxy grantor shall certify by the authority acting on behalf of the juristic person and the company affix (if any).
- (2) Shareholders appoint another person as proxy to attend the meeting.
 - 2.1 Use the proxy form A. and B. (Form B. is recommended) as in the attachment in the invitation or can download from the Company's website at <http://www.applicadthai.com> correctly filled in and certified by both proxy grantor and proxy.
 - 2.2 The copy of juristic person registration may be issued by either the governmental authorities of the country where the juristic person is situated with the information of the name of juristic person, the name of the person having authority to sign on behalf of the juristic person together with any restriction or conditions of the power of that person and the address of the head office of the juristic person.
 - 2.3 The proxy shall present the valid evidence issued by governmental authorities to the officer in order to register.

Shareholders who are non – Thai nationality or are the juristic person incorporated in accordance with foreign laws.

According to paragraph no. 1 and 2 above shall be applied mutatis mutandis to shareholders or non – Thai shareholders or shareholders who are the juristic person incorporated in accordance with foreign laws (as the case may be) under the following conditions;

- 3.1. The proxy form C. can be downloaded from the Company's website at <http://www.applicadthai.com> and correctly fill in as well as certified by both proxy grantor with affix (if any) and proxy.
- 3.2. The certificate of juristic person registration may be issued by either the governmental authorities of the country where the juristic person is situated or by the officer of the juristic person with the information of the name of juristic person, the name of the person having authority to sign on behalf of the juristic person together with any restriction or conditions of the power of that person and the address of the head office of the juristic person.
- 3.3. English translation is required to be attached for any original document which is not made in English and the translation must be certified by the authorized representative of the juristic person and the affix (if any).

Procedures for attending the Annual General Meeting
of Shareholders for the year 2020
AppliCAD Public Company Limited
Friday 3 July 2020



Requesting Form of the Annual Report in paper format

To Investor Relations of AppliCAD Public Company Limited

My name is (elaborate handwriting).....

Telephone number.....E-mail.....

Have a request to receive the Annual Report of 2019 in paper format

Address to send the Annual Report in paper format

No.....Moo.....So.....

Village.....Building.....

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

District.....Province.....Postal Code.....

**After filling the requesting form of the Annual Report in paper format,
please to this form via E-mail: ir@applicadthai.com**

Location map for the Annual General Meeting
of Shareholders for the year 2020
AppliCAD Public Company Limited
Friday 3 July 2020



True Digital Park

6th floor, Auditorium 101, Sukhumvit road, Bangchak, Phrakhanong, Bangkok

Accessibility

1. By BTS: Getting off at Punna Withi Station at the exit No.6 and taking the sky walk and turn left to the building. Take the escalator to the third floor.
2. Personal vehicle can be parked at True Digital Park



APPLICAD PUBLIC COMPANY LIMITED.
69 SOI SUKHUMVIT 68, SUKHUMVIT RD.
BANGNA NUEA, BANGNA, BANGKOK 10260