



## Criteria for Shareholders to Propose Agenda

### For the Annual General Meeting of Shareholders for the year 2021

#### 1. Objective

With respect to the right of shareholders to propose the agenda to be considered in advance of the Annual General Meeting of Shareholders for the year 2021 which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, AppliCAD Public Company Limited (the "Company") has set up the criteria for shareholders to propose the agenda in advance. It demonstrates clear guidelines to ensure that all agenda items are genuinely benefit to the Company.

#### 2. Qualifications of shareholders who are eligible to propose matters as agenda for the Annual General Meeting

2.1 Being shareholders of the Company which can be either one shareholder or combined shareholders.

2.2 Holding not less than 5 percent of the total voting rights of the Company.

2.3 Must hold those shares as stipulated in 2.2 on the date on which the matters as agenda are being proposed.

2.4 Must hold those shares as stipulated in 2.2 on the record date in order to determine the right of the shareholders to attend the Annual General Meeting of that year.

Please note that, if, after the Company has checked the name of shareholders on the record date as stipulated in 2.4 and it appears that such shareholders in 2.1 do not hold the shares as stipulated in 2.2. The Company reserves the right not to propose the matters as agenda to the Annual General Meeting for consideration even though the same has been included in the notice of the Annual General Meeting.

#### 3. Proposal of the Agenda

Shareholders who possess qualification according to Section 2 have to indicate whether it is the matter proposed for acknowledgement, for approval, or for consideration, as the case may be, including details of the proposal. Shareholders shall fill out the "Agenda Proposal form for the Annual General Meeting of Shareholders for the year 2021" with other



complete supplementary documents, and submit to the Company from 22 January 2021 to 17 February 2021. The aforementioned should be sent to the following address:

**Company Secretary**  
**AppliCAD Public Company Limited**  
**69, Sukhumvit 68, Sulhumvit rd.,**  
**Bangnanuea, Bangna, Bangkok, 10260**

In case, many shareholders have unified to propose agenda, all shareholders must fill out the " Agenda Proposal form for the Annual General Meeting of Shareholders for the year 2021" into one set and sign their names as evidence and provide the evidence of shareholding which should be forwarded together.

**4. To compose an efficient Annual General Meeting, the Company reserves its right not to include the following matters on the Agenda**

- 1) The proposal from shareholders who are not fully qualified and the information provided by shareholders is incomplete, incorrect or unable to propose within the time limit.
- 2) The proposal which constitutes regular business operation of the Company and the proposer's reference does not sufficiently indicate any cause of irregularity.
- 3) The proposal that is beyond the power of the Company to successfully perform.
- 4) The proposal that shareholders already proposed in AGM within the past 12 months, which was under supported by less than 10% of total voting shares, unless given that the factual events are materially changed from those presented in the previous the Annual General Meeting of Shareholders.
- 5) The proposal that is not beneficial to the Company operations.
- 6) The proposal lying under management authority of the Company, except the ones causing adverse material impacts on shareholders in general.
- 7) The proposal that violates the law, rules, regulations of other governing or related agencies or does not comply with the objective, the article of association, code of conduct and business ethics of the Company.
- 8) The proposal, as stipulated by laws, for consideration at AGM, which has been regularly included in the meeting agenda by the Company.



9) The proposal on matters that the Company has already executed.

## 5. Consideration

The proposals proposed by shareholders shall be preliminarily scrutinized by the Corporate Governance Committee before further submission to the Board of Directors for consideration. Any proposals, under approval by the Board of Directors, will be included in the Agenda as shown in the Notice of Invitation to the Annual General Meeting. For the proposal disapproved by the Board, the Company shall further inform shareholders with the reason of disapproval on the Company's website.