

No. APP_MG210301

22 March 2021

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2021

To: Shareholders of AppliCAD Public Company Limited

Attachments:

1. Document for Agenda 1: the copy of minutes of the General Meeting of shareholders for the year 2020.
2. Document for Agenda 2, 3 and 4: the copy of Annual Report of 2020 in the QR Code format consisting of Financial Statements for the year 2020 and the Company's information (summary) for the year 2020.
3. Document for Agenda 5: information of the proposed nominee Director to replace the Director retired by rotation.
4. Document for Agenda 8: amendment of objectives of the Company
5. Proxy form B.
6. Information of Independent Directors and Audit Committees proposed as a proxy from Shareholders.
7. Definition of "Independent Director".
8. Articles of Association on the Annual General Meeting of Shareholders.
9. Privacy Notice for the Annual General Meeting of Shareholders.
10. Clarification of how to register, give a proxy, document to identify before attending the Annual General Meeting of Shareholders
11. Procedure for attending the Annual General Meeting of Shareholders for the year 2021
12. Requesting form for the annual report
13. Location map for the Annual General Meeting of Shareholders for the year 2021
14. Registration form (submit on the meeting date)

According to the Board of Directors meeting of AppliCAD Public Company Limited ("the Company") No. 1/2021 on 25 February 2021, there had the resolution to arrange the Annual General Meeting of Shareholders for the year 2021 at 10.00 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 2021 on 18 March 2021 as following agenda;

Agenda 1 To certify the minutes of the General Meeting of Shareholders for the year 2020

Facts and rationale: The Company held the General Meeting of Shareholder for the year 2020 on 3 July 2020 as the following details in the copy of minutes of the General Meeting of Shareholders for the year 2020 submitted to shareholders as well as in this invitation (as in attachment 1).

The opinion of Board of Directors: The Board of Directors considered and approved that the minutes of the General Meeting of Shareholder the year 2020 on 3 July 2020 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 2020

Facts and rationale: The Company has summarized the operating performance for the previous year ended 31 December 2020 shown in the Annual Report of 2020 submitted to shareholders in the QR-Code format as well as the invitation (as in attachment 2).

The opinion of Board of Directors: The Board of Directors approved to propose to the Annual General Meeting of Shareholders to acknowledge the operating performance of the Company for the year 2020 (as 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 2020

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, Board of Directors 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 (as in attachment 2).

The opinion of Board of Directors: The Board of Directors approved to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements for the year ended 31 December 2020 audited by the auditor as details shown in the Annual Report of 2020 (as in 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 dividend payment and allocation of profit from operating performance ended 31 December 2020

Facts and rationale: According to the Public Limited Companies Act 1992, Section 115 and Article 47 of the Company's Articles of Association, the payment of dividends from money other than profits cannot be made and it is prohibited to pay dividends if the Company still has accumulated losses and Article 116 and Article 50 of the Articles of Association of the Company, which stipulates that the Company must

allocate part of the annual net profit as a reserve of not less than five (5) percent of the annual net profit deducted by the accumulated loss brought forward (if any) until this reserve is not less than ten (10) percent of the registered capital.

The Company's operating performance ended 31 December 2020 (as in attachment 2), which has been audited by the auditor from Karin Audit Company Limited, the Company has a net profit in the amount of 49,999,019.91 baht (forty-nine million nine hundred ninety-nine thousand nineteen baht and ninety-one satang).

The opinion of Board of Directors: The Board of Directors has a resolution to report further and propose to the Annual General Meeting of Shareholders to consider and approve the dividend payment to shareholders whose name appears in the shareholder registration book as of 28 April 2021 at the rate of 0.15 baht per share, representing a total of 42,000,000 baht (forty-two million baht). The dividend will be paid to shareholders by 14 May 2021 and the portion of the profit will be allocated as legal reserve of 2,500,000 baht (two million five hundred thousand baht).

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

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 the second year of being listed company, the Company shall draw lots to find Directors to be retired. In subsequent years, 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 2021 (as in attachment 3) as follows;

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|----|-----------------------|----------------|---|
| 1. | Asst.Prof.Dr. Prasert | Kanthamanon | Chairman of the Board of Directors and Independent Director |
| 2. | Mr. Thanin | Pornsiritivet | Independent Director and Audit committee |
| 3. | Mr. Prakit | Laobooncharoen | Director |

However, 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 22 January 2021 to 17 February 2021. 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 nominated persons have been completely and carefully considered by the Board of Directors and approved to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the election of Director to replace 3 directors retired by rotation as follows; Asst. Prof.Dr. Prasert Kanthamanon and Mr. Thanin Pornsiritivet to reappointment as Independence Director which are able to provide independent opinions in accordance with the relevant criteria. Both Directors have been the Independent Directors of the Company for 9 years and will hold this position for a total of 12 years and Mr. Prakit Laobooncharoen to reappointment as Director.

The Company has attached the information of those 3 boards (as in attachment 3), the definition of the Independent Directors (as in attachment 7) and Annual Report under the subject of corporate governance (as in attachment 2).

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 of Directors considered and approved to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve as follows which there is no any benefits;

Unit: baht/person/One time

Remuneration	Allowance / time	
	2020	2021
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 2021

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 of Directors considered and approved to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the appointment of Karin Audit Company Limited which have been the auditor of the Company for 4 years to be the auditor of the Company for the year 2021 as following names;

List of auditors	CPA registration number
1. Ms. Kannika Wipanutrat	CPA registration No. 7305
2. Mr. Jirote Sirirorote	CPA registration No. 5113
3. Mrs. Sumana Senivongse Na Ayutthaya	CPA registration No. 5897
4. Mr. Komin Linprachaya	CPA registration No. 3675
5. Ms. Kochamon Soonhuan	CPA registration No. 11536

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 2,000,000 baht (two million 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 Objectives and Memorandum of Association No. 3

Facts and rationale: to comply with the Public Limited Companies Act B.E. 2535 (1992) states that the Company has the power to take any action within the scope of the Company's objectives. Therefore, if the Company wants to operate a business apart from the registered objectives, the Company has to amend the Company's objectives.

Since the Company has plan to expand its business further, therefore, the Company would like to propose to the Shareholders' meeting to consider the amend of the Company's objectives by adjusting objective No. 19 and adding 11 additional objectives as item No. 23 to 33, details appear in the amendment of the Company's objective (as in attachment No. 4) to support the Company's business in the future, including amendment of Clause No. 3 of the Company's Memorandum of Association stating the number of objective as 33 items.

The opinion of Board of Directors: The Board of Directors agreed to propose to the Shareholders' meeting to consider and approve the amendment of the Company's Objectives and Memorandum of Association No. 3

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

Agenda 9 To consider any matters (if any)

In accordance with Section 105 of the Public Limited Companies Act B.E. 2535 (1992), when the Shareholders' Meeting has considered the agenda in accordance with the agendas specified in the invitation letter to the meeting. Shareholders who hold shares amounting to not less than one-third of the total issued shares can ask the meeting to consider matters other than those specified in the notice of the meeting.

In order to promote compliance with Good Corporate Governance principles, the Company has provided opportunities for shareholders to propose agenda for the Annual General Meeting of Shareholders for the year 2021 in advance from 22 January 2021 to 17 February 2021, as details published on the Stock Exchange of Thailand's website and the Company's website. However, there is no agenda proposed by shareholders in this meeting

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 2021 on 18 March 2021 and the right to receive dividends on 28 April 2021. Therefore, the Company kindly invite shareholders to attend the Annual General Meeting of Shareholders for the year 2021 as mentioned date, time and venue (as in attachment 13) and the registration will start from 08.30 onwards. Shareholders and proxies are required to submit document before attending the meeting (as in attachment 10 and 11). 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 B is required to be completely filled (as in attachment 5), alternatively, shareholders can download proxy form A, Form B or Form C from the Company's website at www.appliadthai.com (Investor Relations → Information for Shareholders → Shareholders' Meeting). In order to protect the right of shareholders who are unable to attend the meeting in person, the appointment of Independent Director and the Audit Committee of the Company to attend the meeting instead is suggested by using the proxy

form to appoint one of the Company's independent directors (as in attachment 6) to attend the meeting and cast the vote.

In order to make the registration of the Annual General Meeting of Shareholders for the year 2021 to be more convenient and faster, shareholders are required to learn how to register, voting, proxy and preparing the required document as mentioned (as in attachment 10). The Company will operate by following the Articles of Association of the Company about the meeting of shareholders (as in attachment 8 and 9)

If shareholders require receiving the Annual Report of 2020 in the book format, please fill the information required in the requesting form of Annual Report (as in attachment 12).

Yours sincerely

AppliCAD Public Company Limited

(Asst.Prof.Dr. Prasert Kanthamanon)

Chairman