

**AppliCAD Public Company Limited**  
**Articles of Association of the Company relating to Shareholders' Meeting**

**Shareholders' Meeting**

**Article 34** The Shareholders' Meeting of the Company shall be held at the head office of the Company or nearby province.

**Article 35** The Shareholders' Meeting 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 Shareholders' Meeting 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 Shareholders' Meeting to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

**Article 36** In calling the Shareholders' Meeting, 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 the Shareholders' Meeting, 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 Shareholders' Meeting, the number of shareholders present is still not enough to form a quorum, and if such Shareholders' Meeting was requested by shareholders, such meeting shall be cancelled. If such Shareholders' Meeting 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 Shareholders' Meeting 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 Shareholders' Meeting. 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 Shareholders' Meeting and the Rights of Shareholders to cast the vote**

**Article 38** At the Shareholders' Meeting, shareholders 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 shareholders;
- (2) name of the proxy;
- (3) the number of meeting for which the proxy is appointed, as well as the voting.

**Article 41** At the Shareholders' 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 Shareholders' Meeting must be passed by a majority of the votes cast by 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 Shareholders' Meeting shall require the votes of not less than three-fourths (3/4) of the total votes of 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 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) month from such resolutions.

**Article 48** The Board of Directors may from time to time pay to 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 shareholders at the next Shareholders' Meeting.

**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.

**Article 50** The Company shall reserve partial of net profit as the legal reserve which is not less than five (5) percent from 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 has 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** The 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 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 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. 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 shareholders. The Company has to submit the report and documents of the Company to the shareholders in the Shareholders' Meeting for the auditor.