



Invitation for the **Annual General Meeting of Shareholders** for the year 2022

AppliCAD Public Company Limited

Thursday 28 April 2022 At 10.00 a.m.

True Digital Park, 6th floor, Auditorium

101, Sukhumvit rd., Bangchak, Phrakhanong Bangkok

Registration time starts from 08.30 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

*** Please show result of Antigen Test Kit (ATK) within 72 hours from the meeting date ***

***No souvenirs, food & beverage are available at Annual General Meeting of Shareholders for the year 2022 ***

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Attachment :

- 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 2022
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, therefore it is necessary to impose measures and guidelines for attending the Annual General Meeting of Shareholders for the year 2022 to ensure that 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 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 2022 are as follows;

1. The Company encourages shareholders to proxy a substitute or the Company’s independent director to attend the meeting and cast a vote (**as in attachment 4**) by filling the proxy form (**as in attachment 3**) delivered to shareholders or can download from the Company’s website and submit to the Company as the following address with documents by 19 April 2022 to facilitate the document checking.

Mr. Sorawat Nakmanee (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 detailed 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 shareholders who wish to attend the meeting themselves, the Company would like to inform that shareholders must strictly follow the relevant laws and must also implement various measures issued by relevant government agencies. Attending Shareholders’ meeting cannot be claimed to be the exception of any mistake that have been violated the provisions of the relevant laws. Moreover, participants 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 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 must show the result of Antigen Test Kit (ATK) within 72 hours from the meeting date and the participants who passed the screening will receive the stickers and require 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, 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.

3.2 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. When the seats are fully seated, shareholders will not be able to access meeting areas. Therefore, the Company asks for cooperation from shareholders to consider appointing a proxy instead of attending the meeting.

3.3 For shareholders who have been screened and wish to attend the Annual General Meeting of Shareholders for the year 2022, 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 shareholders are strictly prohibited from eating any food** to prevent from the risk of spreading.

5. 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 Shareholders for the year 2022
AppliCAD Public Company Limited**

22 March 2022

Subject : Invitation to the Annual General Meeting of Shareholders for the year 2022

To : Shareholders of AppliCAD Public Company Limited

- Attachments :**
1. Document for Agenda 1, 2 and 3: the copy of Annual Report of 2021 in the QR Code format consisting of Financial Statements for the year 2021 and the Company's information (summary) for the year 2021.
 2. Document for Agenda 4: information of the proposed nominee Director to replace the Director retired by rotation.
 3. Proxy form B.
 4. Information of Independent Directors and Audit Committees proposed as a proxy from Shareholders.
 5. Definition of "Independent Director".
 6. Articles of Association on the Annual General Meeting of Shareholders.
 7. Privacy Notice for 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 2021
 10. Requesting form for the annual report
 11. Location map for the Annual General Meeting of Shareholders for the year 2021
 12. 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 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 2021 shown in the Annual Report of 2021 submitted to shareholders in the QR-Code format as well as the invitation (as in attachment 1).

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 2021 (as in attachment 1).

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

Agenda 2 To consider and approve the financial statements for the year ended 31 December 2021

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 1).

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 2021 audited by the auditor as details shown in the Annual Report of 2021 (as in attachment 1).

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

Agenda 3 To acknowledge the dividend payment and allocation of profit from operating performance ended 31 December 2021

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 59,229,208 baht (Fifty-nine million two hundred twenty-nine thousand two hundred and eight baht).

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 6 May 2022 at the rate of 0.20 baht per share, representing a total of 56,000,000 baht (Fifty-six million baht). The dividend will be paid to shareholders by 23 May 2022 and the portion of the profit will be allocated as legal reserve of 3,056,720 baht (three million fifty-six thousand seven hundred and twenty baht).

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

Agenda 4 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 2) as follows;

1. Dr. Sunee	Sornchaithanasuk	Chairperson of the Audit Committee and Independent Director
2. Mr. Somsak	Woraruksa	Director
3. Miss Thitiporn	Charthaisong	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 9 December 2021 to 31 January 2022. As a result, there is no shareholder nominated the candidate for the election of the Company's Director. Therefore, at the Nomination and Remuneration Committee meeting on 18 February 2022, it was considered to scrutinize the names of the Company's directors to replace those who retired by rotation with a resolution agreeing to propose to the Board of Directors' meeting.

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 2022 to consider and approve the election of Director to replace 3 directors retired by rotation as follows; Dr. Sunee Sornchaithanasuk to reappointment as Independence Director which is able to provide independent opinions in accordance with the relevant criteria. And Mr. Somsak Woraruksa and Miss Thitiporn Charthaisong to reappointment as Director.

The Company has attached the information of those 3 boards (**as in attachment 2**), the definition of the Independent Directors (**as in attachment 5**) and Annual Report under the subject of corporate governance (**as in attachment 1**).

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 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 2022 to consider and approve as follows which there is no any benefits;

Unit: baht/person/One time

Remuneration	Allowance / time	
	2021	2022
Board of Directors		
● Chairman	30,000	30,000
● Non-executive directors	17,500	17,500
● Executive directors	5,000	10,000
Audit Committee		
● Chairman of audit committee	30,000	30,000
● member of audit committee	17,500	17,500
Nomination and Compensation Committee		
● Chairperson	20,000	20,000
● Non-executive committee	10,000	10,000
● Executive committee	5,000	5,000

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

Agenda 6 To consider and approve the appointment and remuneration of auditor for the year 2022

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 2022 to consider and approve the appointment of Karin Audit Company Limited which have been the auditor of the Company for 5 years to be the auditor of the Company for the year 2022 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 1,950,000 baht (one million nine hundred and fifty thousand baht) per one year.

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

Agenda 7 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 2022 in advance from 9 December 2021 to 31 January 2022, 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 2022 on 25 March 2022 and the right to receive dividends on 6 May 2022. Therefore, the Company kindly invites shareholders to attend the Annual General Meeting of Shareholders for the year 2022 as mentioned date, time and venue **(as in attachment 11)** and the registration will start from 08.30 onwards. Shareholders and proxies are required to submit document before attending the meeting **(as in attachment 8 and 9)**. 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 3)**, alternatively, shareholders can download proxy form A, Form B or Form C from the Company's website at www.applicadthai.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 4)** to attend the meeting and cast the vote.

In order to make the registration of the Annual General Meeting of Shareholders for the year 2022 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 8 and 9)**. The Company will operate by following the Articles of Association of the Company about the meeting of shareholders **(as in attachment 6)**

If shareholders require receiving the Annual Report of 2021 in the book format, please fill the information required in the requesting form of Annual Report (as in attachment 10).

Yours sincerely

AppliCAD Public Company Limited



(Asst.Prof.Dr. Prasert Kanthamanon)

Chairman

The copy of the Annual Report
in the format of a QR-Code

consisting of Annual financial statements of 2021
and the Company's information (summary) for the year 2021



Name and information of the proposed nominee Director to replace the Director retired by rotation

Dr. Sunee Sornchaitanasuk

Chairperson of Audit Committee and Independent Director

Age : 60 years old

Nationality : Thai

Education

- Ph.D., Communication Management, Doctoral Thesis Management Program, Suan Dusit Rajabhat University
- Master's degree, Industrial Business, King Mongkut's University of Technology North Bangkok
- Bachelor's Degree, Accounting, Thammasat University

Completed Program from Thai Institute of Directors (IOD)

- Directors Certification Program (DCP) Class 53/2005
- Directors Accreditation Program (DAP) Class 28/2004
- Audit Committee Program (ACP) Class 5/2005
- Role of Chairman Program (RCP) Class 18/2008

Year of being Director of the Company

- 5 years (2018 – present)

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

- None

Position in other companies (Not listed company)

- 2015 – present, Chief Executive Officer, AMC Medical Center (Thailand) Co., Ltd.
- 2013 – present, Director, CPA Associates (Thailand) Co., Ltd.

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

- 2018 – present, Chairperson of Audit Committee and Independent Director,
B.Grimm Power Public Company Limited
- 2016 – present, Chairperson of Audit Committee and Independent Director,
Namyong Terminal Public Company Limited
- 2015 – present, Chairman Audit Committee and Independent Director,
Siam City Cement Public Company Limited
- 2015 – present, Chief Executive Officer, AMC Medical Center (Thailand) Co., Ltd.
- 2013 – present, Director, CPA Associates (Thailand) Co., Ltd.
- 2003 – Present, Director, NFC Public Company Limited

Number of Meeting attendance in 2020

- Board of Directors 4/4 times
- Audit Committee 4/4 times
- Nomination and Remuneration Committee 1/1 time

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 information of the proposed nominee Director to replace the Director retired by rotation

Mr. Somsak Woraruksa

Director

Age : 53 years old

Nationality : Thai

Education

- Bachelor's degree, Computer Engineering, Faculty of Engineering
King Mongkut's University of Technology Thonburi

Completed Program from Thai Institute of Directors (IOD)

- Directors Accreditation Program (DAP) class SET/2012

Year of being Director of the Company

- 11 years (2012 – present)

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

- None

Position in other companies (Not listed company)

- None

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 2020

- Board of Directors 4/4 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 information of the proposed nominee Director to replace the Director retired by rotation

Miss Thitiporn Charthaisong

Director and Chief Financial Officer

Age : 53 years old

Nationality: Thai

Education

- Bachelor's degree, Accounting and Finance, Ramkhamhaeng University

Completed Program from Thai Institute of Directors (IOD)

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

Year of being Director of the Company

- 11 years (2012 – present)

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

- 0.752%

Position in other companies (Not listed company)

- Director, DETI Company Limited
- Director, Rabbit 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 2020

- Board of Directors 4/4 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

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 4)

- ☐ (1) Mr. Thanin Pornsirithivet Age 53 years old 695 Soi Sukhumvit 50, Sukhumvit Rd.,
Soi Sawasdee 4, Phra Khanong,
Klong Toei District, Bangkok 10260

☐ (2) Dr. Niti Nuengchamnonng Age 41 years old 873/174 Srinakarin Rd., Phatthanakan,
Suan Luang, Bangkok 10250

☐ (3) Name-Surname (Mr., Mrs., Miss,).....Age.....Years
ID Number / Passport No. / Company Registration No.....
Residing at Address.....road.....subdistrict.....
district.....province.....postal code.....

☐ (4) Name-Surname (Mr., Mrs., Miss,).....Age.....Years
ID Number / Passport No. / Company Registration No.....
Residing at Address.....road.....subdistrict.....
district.....province.....postal code.....

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

Agenda 1 : To acknowledge the operating performance of the Company for the year 2021

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

Agenda 2 : To consider and approve the financial statements for the year ended 31 December 2021

- ☐ (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 3 : To consider and approve the dividend payment and the allocation of profit as legal reserve derived from the Company's operating performance ended 31 December 2021

- ☐ (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 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
- Dr. Sunee Sornchaitanasuk
- ☐ Approve ☐ Disapprove ☐ Abstain
- Mr. Somsak Woraruksa
- ☐ Approve ☐ Disapprove ☐ Abstain
- Miss Thitiporn Charthaisong
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 : To consider and approve the remuneration of Directors for the year 2022

- ☐ (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 6 : To consider and approve the appointment and remuneration of auditor for the year 2022

- ☐ (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 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.....Shareholder

(.....)

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.

Information of Independent Directors and Audit Committee proposed as the proxy from shareholders

Name : Mr. Thanin Pomsirithivet

Position in the Company : Audit Committee and
Independent Director

Age : 53 years old

Address : 695 Soi Sukhumvit 50, Sukhumvit Rd.,
Soi Sawasdee 4, Phra Khanong,
Klong Toei District, Bangkok 10260

Conflict of interest in agenda :

Agenda 5 : To consider and approve the
remuneration of Directors for the year 2022



Name : Dr. Niti Nuengchamnong

Position in the Company : Audit Committee and
Independent Director

Age : 41 years old

Address : 873/174 Srinakarin Rd., Phatthanakan,
Suan Luang, Bangkok 10250

Conflict of interest in agenda :

Agenda 5 : To consider and approve the
remuneration of Directors for the year 2022



Remark

Information of Independent Director disclosed in the Annual Report
of 2021 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 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 41 : 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.

Privacy Notice for the Shareholders' Meeting AppliCAD Public Company Limited

AppliCAD Public Company Limited (“the Company”) realizes the importance of the protection of personal data of shareholders and/or proxies attending the Annual General Meeting of Shareholders and/or Extraordinary General Meeting of Shareholders (if any) (collectively, the “Shareholders’ Meeting”). The Company, therefore, provides this Privacy Notice for the Shareholders’ Meeting to inform shareholders and/or proxies of the policy with respect to the collection, use and/or disclosure of their personal data and their rights by law as a data subject.

Personal data collected

The Company shall collect personal data of shareholders and/or proxies, including but not limited to, name-surname, nationality, age, date of birth, identification number (or passport number), securities registration number, address, telephone number, email, health data, images and/or video taken from the Shareholders’ Meeting.

Remark : For supporting document for registration and/or proxy appointment that shareholders and/or proxies submitted to the Company which may contain sensitive personal data, such as race and religion, which are not required for the purpose of holding the Shareholders’ Meeting, the Company would like to inform that the Company has no intention to collect such sensitive personal data. As such, shareholders and/or proxies may redact those sensitive personal data prior to submitting the documents to the Company. In case that shareholders and/or proxies did not redact those sensitive data contained in the documents, the Company reserves its right to redact such sensitive personal data. In such case, it shall be deemed that the Company has not collected any of the said sensitive personal data.

Purpose of the collection, use and/or disclosure

The Company shall collect, use or disclose personal data of the shareholders and/or proxies on a basis of (1) legitimate interest, (2) initiation or fulfilment of a contract, (3) fulfilment of legal obligations, or (4) other legal basis pursuant to the personal data protection laws, including but not limited to, for the fulfilment of the Company’s legal obligations as a public company limited and a listing company on the Stock Exchange of Thailand, identification verification, meeting registration, calculation of meeting quorum, vote casting, and vote counting at the Shareholders’ Meeting, contact and delivery of the Company’s documents to shareholders and/or proxies, e.g. invitation to the Shareholders’ Meeting and/or annual report. If shareholders and/or proxies do not wish to provide their personal data to the Company where such personal data is needed for performing the objectives abovementioned, the Company reserves its right to reject the registration to attend the Shareholders’ Meeting or performing any other action for such shareholders and/or proxies if such action requires the said personal data.

Period for retention of personal data

The Company shall retain personal data of shareholders and/or proxies for as long as it is reasonably necessary to fulfil the Company’s purpose of personal data collection, use and/or disclosure. However, to comply with the applicable laws, the Company may have to retain personal data of shareholders and/or proxies for a longer duration, as required by applicable law.

Third parties whom the Company may disclose personal data of shareholders and/or proxies

The Company may disclose or transfer personal data of the shareholders and/or proxies to the following third parties:

1. Service providers that the Company engages for processing personal data of shareholders and/or proxies for the purpose of registration to attend the Shareholders' Meeting, calculation of the meeting quorum, vote casting and vote counting in the Shareholders' Meeting;
2. Government agencies or competent authorities, so that the Company fulfills with its legal obligations, e.g. (a) the Department of Business Development, the Ministry of Commerce, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand for submission of minutes of meeting and lists of shareholders, and (b) the Department of Disease Control, the Ministry of Public Health or other relevant agencies in case of any health concern; and
3. The Company's website in order to publicize images and/or video taken from the Shareholders' Meeting and the minutes of the Shareholders' Meeting.

Rights of shareholders and/or proxies as data subject

Shareholders and/or proxies, as the data subject, are entitled to withdraw consent given for the collection, use or disclosure of personal data, to request access to or to obtain a copy of their personal data (as the case may be) processed by the Company, to request for personal data transfer, to object the personal data processing, to delete or de-identity personal data, to restrict the data processing, to request for correction of personal data and to lodge a complaint, subject to rules and procedures as required by the personal data protection laws. The Company may reasonably and lawfully refuse to proceed with the request of the shareholders and/or proxies.

Contact

- **Email :** ir@applicadthai.com
- **Telephone number :** 02-744-9045
- **Address :** Company Secretary, AppliCAD Public Company Limited,
69 Sukhumvit 68, Sukhumvit Rd., Bangnanuea,
Bangna, Bangkok, 10260

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

Registration for the meeting

Shareholders or proxies may register for the meeting from 08.30 onwards at True Digital Park, 6th floor, Auditorium, 101, Sukhumvit road, Bangchak, Phrakhanong, Bangkok on Thursday 28 April 2022. 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. 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, shareholders shall employ the proxy form A, another case, if shareholders are a foreign investor for which a custodian in Thailand is appointed, such shareholders may download and use the proxy form C which is available at www.applicadthai.com (Investor Relations → Information for Shareholders → Shareholders' Meeting)

1. 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 B as in the attachment in the invitation or can download from the Company's website at www.applicadthai.com (Investor Relations → Information for Shareholders → Shareholders' Meeting) completely and correctly fill 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.

2. Shareholders as Juristic Person

Appointing another person as proxy to attend the meeting.

- (1) Use the proxy form B as in the attachment in the invitation or can download from the Company's website at www.applicadthai.com (Investor Relations → Information for Shareholders → Shareholders' Meeting) completely and correctly fill 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 B as in the attachment in the invitation or can download from the Company's website at www.applicadthai.com (Investor Relations → Information for Shareholders → Shareholders' Meeting) completely and correctly fill 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.

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

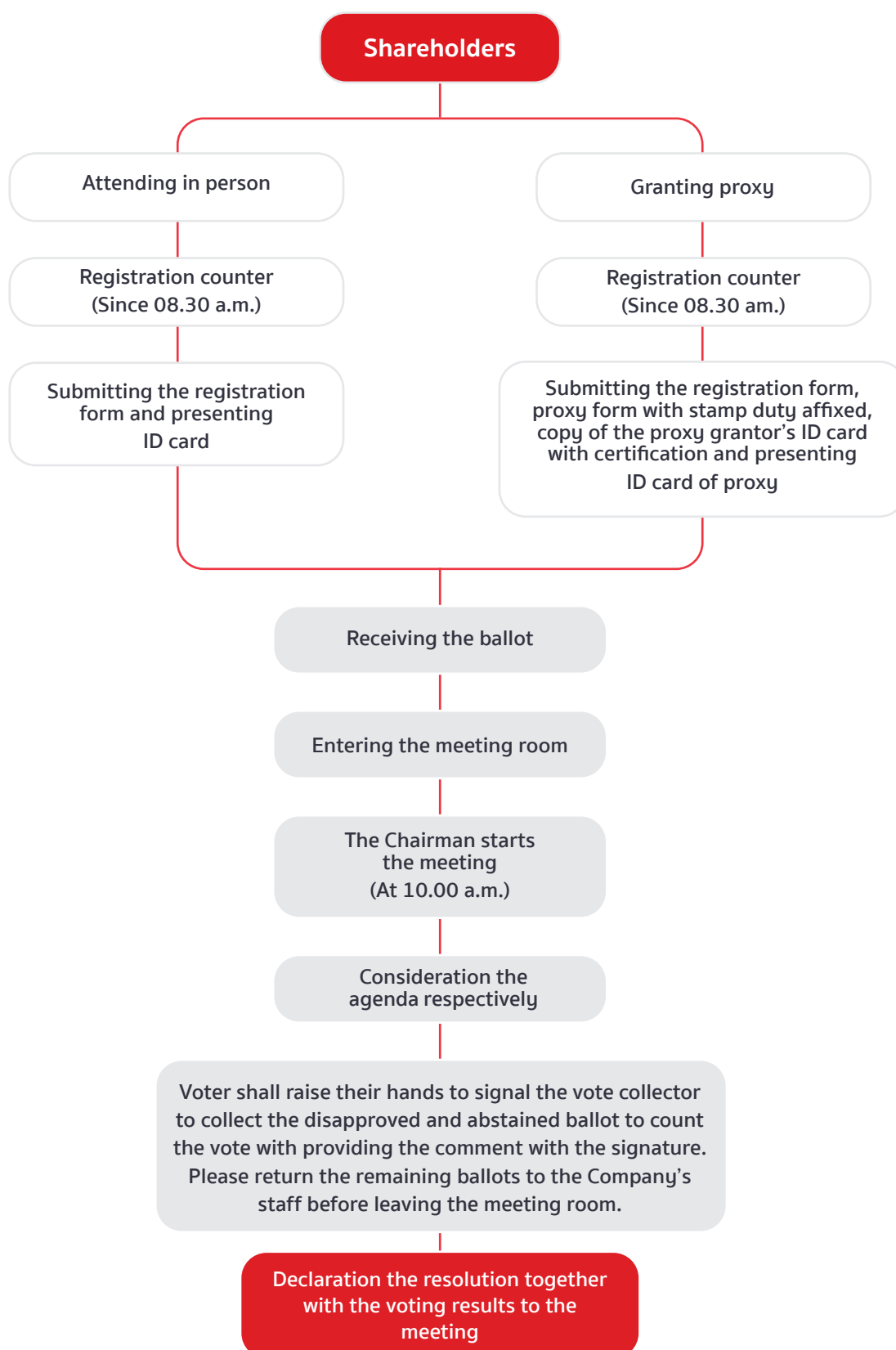
According to paragraph no. 1 and 2 above shall be applied mutatis mutandis to shareholders or non – Thai shareholders or shareholders who are the juristic person incorporated in accordance with foreign laws (as the case may be) under the following conditions;

(1) The proxy form C can be downloaded from the Company's website at www.applicadthai.com (Investor Relations → Information for Shareholders → Shareholders' Meeting) completely and correctly fill in as well as certified by both proxy grantor with affix (if any) and proxy.

(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) 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 2022
AppliCAD Public Company Limited
Thursday 28 April 2022



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 2021 in paper format

Address to send the Annual Report in paper format

No.....Moo.....Soi.....

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

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

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

**After filling the requesting form of the Annual Report in paper format,
please submit this form on the Shareholders' Meeting
or send it back via E-mail: ir@applicadthai.com**

Location map for the Annual General Meeting
of Shareholders for the year 2022
AppliCAD Public Company Limited
Thursday 28 April 2022



Location

True Digital Park, 6th floor, Auditorium
101, Sukhumvit road, Bangchak, Phrakhanong, Bangkok

Accessibility

1. By BTS: Getting off at Punnaithi 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



ApplCAD Public Company Limited.
69 Soi Sukhumvit 68, Sukhumvit Rd.
Bangna Nuea, Bangna, Bangkok 10260