

# **INVITATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024**

**Electronic Conference**

**The meeting will be conducted according to the  
Emergency Decree on Electronic Meetings, B.E. 2563  
(2020) and other related laws and regulations.**

**AppliCAD Public Company Limited**

**Tuesday 23rd April 2024 at 10:00 a.m.**

**Registration begins at 8:00 a.m.**

**(The Company does not have a meeting room or any registration at  
the event)**

## Invitation of the Annual General Meeting of Shareholders 2024

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AppliCAD Public Company Limited

Tuesday 23<sup>rd</sup> April 2024 At 10.00 a.m.

Registration begins at 8:00 a.m.

(The Company does not have a meeting room or any registration at the event)

AppliCAD Public Company Limited “(Company)” asks for cooperation from shareholders and/or proxies to please read the conditions and registration process and prepare the verification documents, as well as studying voting and meeting procedures or consider appointing a proxy to an independent director instead of attending the meeting in person in order to comply with the principles of good governance. The Company would like to inform shareholders that the Company refrains from giving any souvenirs at this shareholder meeting.

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No. APP\_MG240301

22 March 2024

**Subject:** Invitation to the Annual General Meeting of Shareholders for the year 2024**To:** Shareholders of AppliCAD Public Company Limited

According to the Board of Directors meeting of AppliCAD Public Company Limited (“the Company”) No. 1/2024 on 19<sup>th</sup> February 2024, there had the resolution to arrange the Annual General Meeting of Shareholders for the year 2024 on Tuesday 23<sup>rd</sup> April 2024 at 10.00 a.m. through electronic media, and the record date to determine the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2024 on 22<sup>nd</sup> March 2024 as following agenda;

**Agenda 1 To acknowledge the operating performance of the Company for the year 2023**

**Facts and rationale:** The Company has summarized the operating performance for the previous year ended 31<sup>st</sup> December 2023 shown in the Annual Report of 2023 submitted to shareholders in the QR-Code format as well as the invitation.

**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 2023.

**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<sup>st</sup> December 2023**

**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.

**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<sup>st</sup> December 2023 audited by the auditor as details shown in the Annual Report of 2023.

**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<sup>st</sup> December 2023**

**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.

According to the financial statements ending 31<sup>st</sup> December 2023, which have been audited by the auditor. The Company has a net profit of 59,751,725.87 baht. Therefore, the Company is considering offering to pay dividends from the operating results for the fiscal year ending 31<sup>st</sup> December 2023, at the rate of 0.15 baht per share, representing a total amount of 42,000,000 baht, or equivalent to 70.29% of the net profit of the separate financial statements. Currently the company has a registered capital of 140,000,000 baht and the company has allocated 14,000,000 baht of retained earnings as a reserve fund in accordance with the legal criteria, specified not less than 10% of the registered capital. Moreover, the Company will determine the names of shareholders who are entitled to receive such dividends on 2<sup>nd</sup> May 2024, and dividend payment is scheduled to be made by 17<sup>th</sup> May 2024.

**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 2<sup>nd</sup> May 2024 at the rate of 0.15 baht per share, representing a total of 42,000,000 baht (Forty-two million baht) in accordance with the Dividend Policy of the Company. The dividend will be paid to shareholders by 17<sup>th</sup> May 2024 and the Company has allocated part of the profit as a reserve fund as required by law.

**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 two (2) Directors who will retire by rotation at the Annual General Meeting of Shareholders for the year 2023 (as in attachment 2) as follows;

- |                                      |   |
|--------------------------------------|---|
| 1. Asst.Prof.Dr. Prasert Kanthamanon | Chairman of Board of Directors and Independent Director                                     |
| 2. Mr. Thanin Pornsiritivet          | Chairman of Nomination and Compensation Committee, Audit Committee and Independent Director |
| 3. Ms. Sirporn Tangadulrat           | 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 16<sup>th</sup> December 2023 to 31<sup>st</sup> January 2024. 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<sup>th</sup> February 2024, 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 2023 to consider and approve the election of Director to replace 3 directors retired by rotation as follows; Asst.Prof.Dr. Prasert Kanthamanon to reappointment as Chairman of Board of Directors and Independent Director, Mr. Thanin Pornsiritivet to reappointment as Chairman of Nomination and Compensation Committee, Audit Committee and Independent Director and Ms. Sirporn Tangadulrat to reappointment as Director. The nominated directors have passed the careful review process of the board of directors. In addition, Asst.Prof.Dr. Prasert Kanthamanon and Mr. Thanin Pornsiritivet have served as independent directors which is able to provide independent opinions in accordance with the relevant criteria for 12 years, but they are both knowledgeable individuals, good ability and understanding of the Company's business, more experience and professional knowledge, especially beneficial for the operation of the Company's business. The Board of Directors subsequently considered and approved the proposal to the shareholders' meeting. The Company has attached the resumes of 3 directors, definition of Independent Directors and Annual Reports under Corporate Governance subject.

**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 2024 to consider and approve as follows which there is no any benefits;

Position	2023		2024	
	Monthly Compensation	Meeting Allowance	Monthly Compensation	Meeting Allowance
<b><u>Board of Director</u></b>				
- Chairman	-	30,000	22,000	15,000
- Non - executive directors	-	17,500	12,000	10,000
- Executive directors	-	10,000	-	10,000
<b><u>Audit committee</u></b>				
- Chairperson of audit committee	-	30,000	10,000	15,000
- member of audit committee	-	17,500	8,000	10,000
<b><u>Nomination and Compensation Committee</u></b>				
- Chairman	-	20,000	-	20,000
- Non - executive directors	-	10,000	-	15,000
- Executive directors	-	5,000	-	8,000

Unit: baht/person/One time

The above-mentioned director's remuneration shall take effect after being approved by a resolution of the shareholders' meeting.

**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 2024**

**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 2024 to consider and approve the appointment of Karin Audit Company Limited which have been the auditor of the Company for 7 years to be the auditor of the Company for the year 2024 as following names;

- |                    |                  |                               |
|--------------------|------------------|-------------------------------|
| ▪ Mr. Jesada       | Hangsapruet      | CPA registration No. 3759 or  |
| ▪ Ms. Kannika      | Wipanurat        | CPA registration No. 7305 or  |
| ▪ Mr. Jirote       | Sirirorote       | CPA registration No. 5113 or  |
| ▪ Ms. Nonglak      | Pattanabundit    | CPA registration No. 4713 or  |
| ▪ Mrs. Sumana      | Senivongse       | CPA registration No. 5897 or  |
| ▪ Mr. Komin        | Linprachaya      | CPA registration No. 3675 or  |
| ▪ Mr. Woraphon     | Viriyakulpong    | CPA registration No. 11181 or |
| ▪ Mr. Poj          | Asawasantichai   | CPA registration No. 4891 or  |
| ▪ Mr. Wichien      | Prungpanich      | CPA registration No. 5851 or  |
| ▪ Ms. Kochamon     | Soonhuan         | CPA registration No. 11536 or |
| ▪ Mr. Supoj        | Mahantachaisakul | CPA registration No. 12794 or |
| ▪ Ms. Kanwarat     | Saksriborworn    | CPA registration No. 13273 or |
| ▪ Ms. Bongkocharat | Saumsiri         | CPA registration No. 13512 or |
| ▪ Mr. Thanathit    | Raksathianraphap | CPA registration No. 13646    |

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 1,900,000 baht (One million and nine hundred thousand baht) this year. In addition, the company has 3 subsidiaries which are 2 subsidiaries located in Thailand and use the same auditing office. However, for overseas subsidiaries, the Audit Committee will ensure that the financial statements can be prepared in time.

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

#### **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 2024 in advance from 16<sup>th</sup> December 2023 to 31<sup>st</sup> January 2024, 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 2024 on 22<sup>nd</sup> March 2024 and the right to receive dividends on 2<sup>nd</sup> May 2024. Therefore, the Company kindly invites shareholders to attend the Annual General Meeting of Shareholders for the year 2023 as mentioned date, time and channel and the registration will start from 08.00 onwards. Shareholders and proxies are required to submit document before attending the meeting. 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, alternatively, shareholders can download proxy form A, Form B or Form C from the Company's website at [www.appliadthai.com](http://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 to attend the meeting and cast the vote.

In order to make the registration of the Annual General Meeting of Shareholders for the year 2024 to be more convenient and faster, shareholders are required to learn how to register, voting, proxy and preparing the required document as mentioned. The Company will operate by following the Articles of Association of the Company about the meeting of shareholders.

Yours sincerely

AppliCAD Public Company Limited

(Asst.Prof.Dr. Prasert Kanthamanon)

Chairman

## Minutes of Annual General Meeting of Shareholders for the year 2023

### AppliCAD Public Company Limited

AppliCAD Public Company Limited (“the Company”) arranged the Annual General Meeting of Shareholders for the year 2023 on Wednesday 26 April 2023 at 10.00 am. at the Auditorium on the 6<sup>th</sup> floor, True Digital Park, 101, Sukhumvit road, Bangchak, Phrakonong, Bangkok. There were 44 participants attending the meeting as being shareholders attending of 37 persons, totaling 181,957,356 shares and 7 proxies, totaling 12,191,700 shares, as the total of 194,149,056 shares, representing 69.34% of the total issued shares.

#### Board of Directors attending the meeting (representing 100 percent of the total number of directors)

1.	Asst. Prof. Dr. Prasert Kanthamanon	Chairman and Independent Director
2.	Dr. Isra Akrapitak	Director and Chief Executive Officer
3.	Miss Thitiporn Chartaisong	Director and Chief Financial Officer
4.	Mr. Somsak Worraraksa	Director and Director of CI Business
5.	Miss Siriporn Tangadulrat	Director
6.	Mrs. Bongkot Rungkornpaisarn	Chairman of Audit Committee and Independent Director
7.	Mr. Thanin Pornsiritivet	Audit Committee and Independent Director
8.	Dr. Niti Nuengchamngong	Audit Committee and Independent Director

#### Executives of the Company attending the meeting

1.	Mr. Jeerawat Kulsapudom	Executive Committee and Chief Growth Officer
2.	Mr. Krirkrit Jearnkamonchuen	Director of MI Business
3.	Mr. Chayo Petcharat	Director of Research and Development Department
4.	Mr. Wiruch Punsiriroj	Deputy Director for Educational and Government Business
5.	Mr. Patipat Klampracha	Deputy Director of MI Hardware
6.	Mr. Tanongsak Promden	Deputy Director of Marketing
7.	Mrs. Nusara Milindamana	Deputy Director of Human Resources
8.	Mrs. Khwanchai Viriyasumon	Accounting Manager of AppliCAD

#### Auditor from Karin Audit Company Limited attending the meeting

1. Mr. Komin Linprachaya
2. Mr. Thanathit Raksathienrapab

#### Legal Advisor attending the meeting

1. Mr. Benjapon Phokaew

**Starts the meeting at 10.03 am.**

Mr. Sorawat Nakmanee, Company Secretary, acted as the secretary of the meeting and the host of the meeting ("the Secretary") and informed shareholders attending the Annual General Meeting of Shareholders for the year 2023, in accordance with the resolution of the Board of Directors' meeting No. 1/2023 held on 17 February 2023. The Company scheduled the record date to determine the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2023 on 24 March 2023 and the basic information of the Company had been informed in the meeting as follows;

- The registered capital of 140,000,000 baht
- The paid-up capital of 140,000,000 baht
- The ordinary shares of 280,000,000 shares
- The par value of 0.50 baht per share

At the beginning of this Annual General Meeting of Shareholders, there were 38 shareholders attending the meeting, consisting of 31 shareholders attending in person, representing 176,214,656 shares and 7 proxies, representing 12,191,700 shares, as a total of 188,406,356 shares representing 67.29% from the total of 280,000,000 shares. The number of shareholders and proxies exceeded 25 persons and the total number of shares exceeded 1/3 of the total issued shares of the Company. Therefore, the meeting was constituted a quorum in accordance with the Articles of Association of the Company.

The Company provided the opportunity to shareholders to propose agenda for the meeting's agenda and nominate candidates to be elected as directors in advance from 21 December 2022 to 31 January 2023 by publishing to the information system of the Stock Exchange of Thailand and the Company's website. As a result, no shareholders nominated candidates to be elected as directors and no shareholders proposed any additional agenda.

In addition, the company will publish the minutes of the meeting through the information system of the Stock Exchange of Thailand and on the Company's website within 14 days from the meeting date and the Company will give the shareholders an opportunity to ask questions or comment on such minutes of the meeting within 30 days from the date the minutes are published. For the previous Annual General Meeting of shareholders, the Company gave the shareholders the opportunity to ask questions or expressing opinions on such minutes of the meeting. It appeared that no shareholders inquired or commented on such minutes of the meeting.

After that, the Secretary introduced the members of Board of Director of the Company and Asst. Prof. Dr. Prasert Kanthamanon, Chairman of the Board of Directors and Independent Director, acted as the chairman of the meeting ("the Chairman"), welcomed and thanked shareholders for attending the Annual General Meeting of the year 2023 and further explained to the meeting about the current situation that this meeting would be conducted in a concise way and would strictly comply with the guidelines and measures of the Annual General Meeting of Shareholders for the year 2023.

Moreover, the Secretary also introduced the auditor and legal advisor of the Company, including clarification of the voting, vote counting and the rights of shareholders in the meeting as follows:

### Voting

- There are 7 general agendas for this meeting and the voting will be proceeded in order of the meeting agenda shown in the invitation letter.
- The voting shall be used for the lifting of hands, and 1 shareholder has the right to vote as 1 vote. Voting is not allowed to split.
- Shareholders attending in person and by proxy must vote only in the following cases;
  - Shareholders attending the meeting in person
    - Shareholders who would like to vote as disapprove, please raise your hand and mark the X in the disapprove box in the ballot.
    - Shareholders would like to abstain from voting, the voting method will be the same as those who disagree by putting X in the abstain box.
  - Attendees proxied by shareholders
    - Proxy Form A.: The proxies shall vote as in the method of shareholders attending the meeting in person
    - Proxy Form B.: In case that the grantor determines the voting in advance of each agenda, the Company has already recorded the votes. The proxy who has been proxied does not have to vote in the meeting again, except in the case that the grantor does not specify the intention of voting in any agenda, the proxy is able to vote in the meeting room, as shareholders attending the meeting in person.
    - Proxy Form C.: It is a proxy for foreign investors and has appointed a custodian in Thailand to be the custodian of shares as announced by the Department of Business Development, Ministry of Commerce. The voting will be the same as the form B., which is, if the grantor has already voted in advance. Proxy does not have to vote for the meeting again.
- For shareholders who would like to vote as agree, please mark the X in the agree box and put all ballots in the ballot box prepared in front of the meeting room after the meeting finishes and the resolutions of the meeting in each agenda used the votes as informed in the invitation to the Annual General Meeting of Shareholders for the year 2023.
- Invalid ballot
  - Correction or elimination of comments by the shareholder or the proxy holder is not signed.
  - The whole card is crossed out.
  - The damaged ballot is in an unreadable condition.
- Counting votes at the meeting will be counted as one by one of each agenda according to the ballot submitted to the staff in order to be combined with the votes of the proxies according to the Proxy

Form B. or Form C. which the proxies have submitted to the Company. The votes of shareholders who disapprove and abstain would be deducted from the total votes of the meeting in each agenda.

- After collecting the ballot for each agenda, the Chairman will ask the meeting to consider the next agenda. When the voting results of the previous agenda are finished, the voting results will be announced to the meeting.
- For any shareholders who come after the meeting has begun, such shareholders are still entitled to attend the meeting and vote from the agenda for which shareholders attend the meeting onwards.

**Meeting Agenda**

**Agenda 1: To acknowledge the operating performance of the Company for the year 2022**

The Chairman assigned Dr. Isra Akrapitak, Director and Chief Executive Officer, to report such details of this agenda to the meeting as follows;

**Major Changes and Development of 2022**

- The Company has established AppliCAD Innovation Center: AIC, created from the vision of being the starting point of innovation to enhance the potential of Thai businesses, drive creativity and new innovations by promoting personnel development develop tools to be ready to develop the business to grow sustainably.
- The Company has launched a new product to meet the needs of more diverse work, namely JAKA Collaborative Robots (JAKA Cobots).

(Unit : Million baht)

Important financial list	2022	2021	Change (%)
Total revenue	888.34	798.91	11.19
Total expense	830.18	717.37	15.73
Net profit	46.50	58.73	-20.82
Net profit margin (%)	5.23	7.35	

The Chairman provided the meeting the opportunity to inquire and express their opinions. It appeared that no shareholder had any further inquiries and comments on this agenda. This agenda is for acknowledgement and no casting vote is required from shareholders.

**Resolution:** The meeting acknowledged the operating performance of the Company for the year 2022.

**Agenda 2: To consider and approve the financial statements for the year ended 31 December 2022**

The Chairman assigned the Secretary to declared the regulations in this agenda and assigned Miss Thitiporn Chartaisong, Director and Chief Financial Officer, to report such details of this agenda to the meeting as follows;

## Financial Statements

(Unit : Million baht)

Important financial list	Consolidated financial statements 2022	Consolidated financial statements 2021	Change (%)
Total assets	772.44	732.92	5.39
Total liabilities	426.74	375.71	13.58
Shareholders' equity	345.70	357.20	-3.22
<b>Total revenue</b>	<b>888.34</b>	<b>798.91</b>	<b>11.19</b>
<b>Net profit</b>	<b>46.50</b>	<b>58.73</b>	<b>-20.82</b>
Basic earnings per share	0.17	0.21	-19.05
ROE (%)	13.21	16.76	
ROA (%)	7.82	11.75	
D/E (%)	1.23	1.05	

The Chairman provided the meeting the opportunity to inquire and express their opinions. It appeared that no shareholder had any further inquiries and comments on this agenda. Therefore, the Chairman proposed to the meeting to approve the financial statements for the year ended 31 December 2022, requiring a majority vote of shareholders attending the meeting and having the right to vote.

**Resolution:** The meeting approved the financial statements for the year ended 31 December 2022 with a majority vote of shareholders attending the meeting and having the right to vote as follows;

Resolution	Number of votes	%
Approve	194,149,056	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid ballot	0	0.00
<b>Total number of votes (44 shareholders)</b>	<b>194,149,056</b>	<b>100.00</b>

### Agenda 3: To consider and approve the dividend payment and allocation of profit from operating performance ended 31 December 2022

The Secretary informed to the meeting that the Company's operating performance for the period from 1 January 2022 to 31 December 2022, which had been audited by the auditor from Karin Audit Company Limited, the Company had total revenue of 888.34 million baht, which was net profit as the amount of 46.50 million baht, therefore, the Company has allocated profits as legal reserves according to the amount of legal reserves already and the Board of Directors proposed to shareholders to approve the dividend payment for the year 2022 of 0.14 baht per share as the total amount of 39,200,000 baht, which



directors to replace those who retired by rotation. The resolution was approved to be proposed to the Board of Directors' meeting. The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the re-election of the two directors who retired by rotation for another term. which the directors who were nominated this time has passed a careful consideration process of the Board of Directors.

The Chairman provided the meeting the opportunity to inquire and express their opinions. It appeared that no shareholder had any further inquiries and comments on this agenda. Therefore, the Chairman proposed to the meeting to approve the appointment of directors replacing those retire by rotation, requiring a majority vote of shareholders attending the meeting and having the right to vote.

**Resolution:** The meeting approved the appointment of directors replacing those retire by rotation with a majority vote of shareholders attending the meeting and having the right to vote as follows;

**4.1 Dr. Niti Nuengchamnong**

Resolution	Number of votes	%
Approve	194,149,056	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid ballot	0	0.00
<b>Total number of votes (44 shareholders)</b>	<b>194,149,056</b>	<b>100.00</b>

**4.2 Dr. Isra Akrapitak**

Resolution	Number of votes	%
Approve	194,149,056	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid ballot	0	0.00
<b>Total number of votes (44 shareholders)</b>	<b>194,149,056</b>	<b>100.00</b>

**Agenda 5: To consider and approve the remuneration of Directors**

The Secretary clarified the regulations in this agenda and informed the details of the directors' remuneration for the year 2023, which in this year there was no remuneration for any other benefits and the same rate as 2022 with details as follows:

Unit: baht/person/One time

Meeting allowance	2023
<b>Board of Directors</b>	
• Chairman	30,000
• Non-executive Directors	17,500
• Executive Directors	10,000
<b>Audit committee</b>	
• Chairman of Audit Committee	30,000
• Member of Audit Committee	17,500
<b>Nomination and Compensation Committee</b>	
• Chairman	20,000
• Non-executive Directors	10,000
• Executive Directors	5,000

The Chairman provided the meeting the opportunity to inquire and express their opinions. It appeared that no shareholder had any further inquiries and comments on this agenda. Therefore, the Chairman proposed to the meeting to approve the remuneration of Directors, requiring the two – third of vote from shareholders attending the meeting and having the right to vote.

**Resolution:** The meeting approved the remuneration of Directors for the year 2023 with the two – third of vote from shareholders attending the meeting and having the right to vote as follows;

Resolution	Number of votes	%
Approve	194,149,056	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid ballot	0	0.00
<b>Total number of votes (44 shareholders)</b>	<b>194,149,056</b>	<b>100.00</b>

**Agenda 6: To consider and approve the appointment and remuneration of auditor for the year 2023**

The Secretary clarified the regulations in this agenda and informed to the meeting that the Board of Directors resolved to approve the opinion of the Audit Committee, which considered appropriate to propose Karin Audit Company Limited to be the auditor of the Company to audit and express an opinion on the Company's financial statements for the year 2023 and Karin Audit Co., Ltd. has been as an auditor for the Company for 6 years as following names;

- Mr. Jesada Hangsapruerk CPA registration No. 3759 or
- Ms. Kannika Wipanurat CPA registration No. 7305 or
- Mr. Jirote Sirirorote CPA registration No. 5113 or
- Ms. Nonglak Pattanabundit CPA registration No. 4713 or
- Mrs. Sumana Senivongse CPA registration No. 5897 or
- Mr. Komin Linprachaya CPA registration No. 3675 or
- Mr. Woraphon Viriyakulpong CPA registration No. 11181 or
- Mr. Poj Asawasantichai CPA registration No. 4891 or
- Mr. Wichien Prungpanich CPA registration No. 5851 or
- Ms. Kochamon Soonhuan CPA registration No. 11536 or
- Mr. Supoj Mahantachaisakul CPA registration No. 12794 or
- Ms. Kanwarat Saksriborworn CPA registration No. 13273 or
- Ms. Bongkocharat Saumsiri CPA registration No. 13512 or
- Mr. Thanathit Raksathianraphap CPA registration No. 13646

However, such company that is the auditing firm and the auditors listed above have no relationship or interest with the Company, subsidiaries, executives, major shareholders or those related to such person and approved the audit fee for the year 2023 in the amount 2,050,000 baht.

The Chairman provided the meeting the opportunity to inquire and express their opinions. It appeared that no shareholder had any further inquiries and comments on this agenda. Therefore, the Chairman proposed to the meeting to approve the appointment and remuneration of auditor for the year 2023, requiring a majority vote of shareholders attending the meeting and having the right to vote.

**Resolution:** The meeting approved the appointment and remuneration of auditor for the year 2023 with a majority vote of shareholders attending the meeting and having the right to vote as follows;

Resolution	Number of votes	%
Approve	194,149,056	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid ballot	0	0.00
<b>Total number of votes (44 shareholders)</b>	<b>194,149,056</b>	<b>100.00</b>

**Agenda 7: To consider any matters (if any)**

The Secretary clarified the regulations in this agenda and informed to the meeting that the Company has given shareholders the opportunity to propose agendas for the Annual General Meeting of Shareholders. In advance from 21 December 2022 to 31 January 2023, the Company has notified the news through the information system of the Stock Exchange of Thailand and published on the Company's website. It appeared that no shareholder proposed any additional agenda.

The Chairman provided the meeting the opportunity to inquire and express their opinions.

#### Questions/Comments/Answers

1. **Mr. Pavaris Surakittidamrong (shareholder)** – inquired about the impact of increasing the price of the product from the product owner, whether this year the Company has raised the price for customers or not and how can the Company offset the impact from such issues?

**Dr. Isra Akrapitak** clarified that in the matter of raising prices, the Company has already negotiated with the product owner that product has been the main income of the Company. The reason for the price increase has been due to the change in the sales model from perpetual license to term license, which has the advantage of making the Company's income stable in the long run. However, the disadvantage in the short term is that the revenue will decrease. From negotiations, the Company has requested for more additional discounts which received a good cooperation from the product owner that will reduce the cost of the Company. It's good for the Company within this year, but not now. In summary, the Company's remedial measures during this period is to negotiate with the product owner to request a discount, which has been well received.

2. **Mr. Pavaris Surakittidamrong (shareholder)** – inquired that after the sales model has been changed, must the Company immediately change the model?

**Dr. Isra Akrapitak** clarified that this model change has already been prepared and implemented which will have a lot of details. On 1 July 2023, the model will be significantly changed which we have known in advance since last February and we have been negotiating with the product owner since then and have communicated to the Company's customers.

3. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that from question number 2, how has the Company's profit changed after the product owner has given a discount to the Company? But in terms of adjusting the net price received by the Company, how will it increase or decrease compared to last year?

**Dr. Isra Akrapitak** clarified that for Profit margins, if compared to individual, significantly from receiving discounts from product owners will increase from the previous year.

4. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that from question number 3, will it cover currency?

**Dr. Isra Akrapitak** clarified that it will not cover in terms of currency due to currency fluctuations. But if you look at the situation that the currency is stable and no significant change, profit numbers will increase instead.

5. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that from question number 4, how many percentages will it increase?

**Dr. Isra Akrapitak** clarified that because the software has a variety and each version will have a different percentage. But the ones that the Company has negotiated will be around 10-15% at least.

6. **Mr. Pavaris Surakittidamrong (shareholder)** - from question number 5, not all of them but some of them too?

**Dr. Isra Akrapitak** clarified that that's right, only the main one has been negotiated.

7. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that from question number 6, are other software affected as well?

**Dr. Isra Akrapitak** clarified that the software that the company is declaring is the core software which is the world leader in design software. Other software has an impact as well. Because this is a Global Trend, but because other software's revenue proportion is not as high. And the software itself in the world is still not known or used much in Thailand, so doing this is dangerous for the software owner as well. Therefore, this matter has been postponed. But the replacement model has already existed. The transformational model that I'm learning is that every software model will be changed to term license for the most part. Therefore, it will be that we live, learn, adapt and teamwork like adjusting the base in terms of income to be stable. This effect has the longest term about 3 years, meaning that from the day the income is 100 baht and then change the model. All those who have succeeded in less than 3 years will return to the same place. This is a single software. It means we have other software to support us, so don't worry.

8. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that in terms of the financial statements of 100 baht, what will be the amount of 100 baht when there is a significant change in the sales model in July?

**Dr. Isra Akrapitak** clarified that it will gradually progressive. In terms of other products, the Company has already prepared in advance. The Company's revenue is expected to be stable. Because the Company has other products that will be sold more, including other services that the Company has added. The Company has been aware of the events that will occur before. The Company has been cautious and hedging some risks. It also has a way to make the Company's

growth. But the Company has forecasted and tried to maintain the sales figures that the Company has informed, so don't worry.

9. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that in terms of the bottom line, how will the whole year compare to the old and the new? And which one is better?

**Dr. Isra Akrapitak** clarified that the bottom line is slightly lower at first. The revenue that is falling is caused by the change to this model. And the recognition of revenue will change to be recognized gradually for 12 months (in the case of a 1-year contract) instead of 1 time, causing revenue, gross profit, net profit to decrease respectively. But as time passes, the revenue numbers will grow more and more. It will result in other numbers increasing as well. Therefore, according to the Company's forecast, the impact will be minor, however the Company has already prepared.

10. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that PTCAD, what is our strategy? And will there be an issue with the product owner?

**Dr. Isra Akrapitak** clarified that the Company has been a distributor and has expertise in distribution for a long time, but as it has been informed before that the competition will be higher in the future and being a distributor alone will not make the Company sustainable forever. Therefore, while today the Company's overall position is still good. The Company has a vision that the Company should be the manufacturer of the software itself. By doing that will give the Company more bargaining power and less price cuts. At the same time, if selling abroad, the Company will have a profit in terms of currency. This is the reason behind PTCAD, therefore, in principle, PTCAD will not be sold mainly in Thailand. The Company owns the products and has distributors in foreign countries. Therefore, answer the question whether there will be internal issues or not. I would like to inform you that there is no.

11. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that from question number 10, how much is PTCAD sold now?

**Dr. Isra Akrapitak** clarified that it is in the middle of marketing with a focus on online channel. Inquiries have begun to come in from the Platform, the Company will update the progress continuously. You can follow this update on the channels of the Stock Exchange of Thailand and the Company's channels.

12. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired about the progress of Joint Venture in Indonesia and how is the situation in Indonesia?

**Dr. Isra Akrapitak** clarified that the Company's investment in Indonesia is not a joint venture, but a shareholding in PT. Indonesia AppliCAD, which is a subsidiary. As for the situation in Indonesia, the economy is currently recovering in which Indonesia is very strong in terms of Local Economic. As for the industrial sector here, it means that the factories are still slowing down like

Thailand, while the construction sector is growing very fast because during the three-year break, the government invested a lot. Therefore, the sales in Indonesia will continue to grow. In the past year 2022, the sales of PT. Indonesia AppliCAD were quite high, but the profit there is still not very high. The Company is about to improve to be better. Sales are currently around \$2.7 million and will continue to grow.

13. **Mr. Pavaris Surakittidamrong (shareholder)** – inquired that does the company have plans for joint ventures or mergers and acquisitions?

**Dr. Isra Akrapitak** clarified that in fact, Joint Venture can be considered as the Company's business expansion which the Company and the directors have agreed to expand the business to grow and be sustainable. Therefore, there is a way to recruit businesses or business associates to join in new businesses or support the original business of the Company. Currently, there are some discussions, but I'm sorry that it hasn't been disclosed at this time because it's still in the negotiation phase.

14. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired about how the Company deal with the currency?

**Dr. Isra Akrapitak** clarified that with the Company's business, the products are imported but not exported causing the Company to not be able to do a natural hedge. It causes the effect of the exchange rate to be quite significant, the number of currencies that we lost last year was about 10 million baht. There are mainly 3 measures as follows:

1. Do forward 100%
2. If the currency at the counter is better, then buy at the counter.
3. Open an FCD USD account to accumulate money.

Among all three measures, the Company will have the staff to supervise the appropriate amount paid at that time.

15. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that from question number 14, What is the exchange rate management policy?

**Dr. Isra Akrapitak** clarified that based on the history of the Company, we spend a cost budget of 700,000 to 1,000,000 USD per month. The Company will monitor the average interest rate. If the average currency falls, the Company will retain the interest rate and have sufficient forward limits for expenses.

16. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that the Company has a number of cash, how does the Company plan to deal with this cash?

**Dr. Isra Akrapitak** clarified that the Company and board of directors have decided that the management team should choose the investment method or unit with the least risk in order to achieve a return of approximately 1% but over time, the rate of return will continue to decrease. However, the new investments that the management has negotiated are about 4-5 companies where the investment that the average figure is about 3 times higher than the current investment.

Asst. Prof. Dr. Prasert Kanthamanon has given additional clarification. The matter that the investor has inquired about it was an issue while the Company's directors were discussing on the aforementioned issue. Both investment strategies and new products, when the management came to report and bring strategies to present, the Company's directors have discussed together. Therefore, please be assured that everything that investors ask, such as in terms of cash flow management, is very available must inform that you have to wait for the strategy to be clear first. The Company will certainly be published because many of the issues that have been asked are sensitive matters. And there is no conclusion from the Board of Directors' meeting, so it cannot be disclosed to the public. But in matters that are already clear, for example, the world's software industry has changed from outright sales. The account was recorded at the time that the sale was made. When changing to term license which is like the gradual recognition of income, profits disappear. When this happens, the software industry takes the recovery cycle to the same level as the CEO has pointed out earlier. The advantage is that the customer will stay with the Company until the contract expires. But the temporary disadvantage is that this is a clear story. But some matters are strategies that, when a clear conclusion is reached and the Board of Directors agrees, it can be disclosed to the public.

17. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that will the Company do the Treasury-Stock?

**Dr. Isra Akrapitak** clarified that in the current situation, the company has no plans to do the Treasury-Stock.

18. **Mr. Pavaris Surakittidamrong (shareholder)** - inquired that what is the current business situation of the Company?

**Dr. Isra Akrapitak** clarified that in the entire business, we divide the group into businesses that the Company is a distributor, whether it is software or hardware, including some services. It will be a business group that the Company thinks will grow this year. Due to the positive force from the slowing down of the COVID situation in the view of the government sector or policy, there is some slowdown because it is a period of slowing down purchases, mainly due to the election period during this period. Therefore, the overall of this quarter may seem to slow down somewhat. But in the whole year, The Company believes that it will be a good opportunity for the Company. And another business group is that the Company has new products that are in the Company's plan.

The new product is not related to the purchase and sale of which we are a distributor. The products that the Company is the manufacturer itself. The Company has been mentioned since the end of 2022, although such products do not generate a high percentage of revenue. But the Company believes that it can at least replace some products that the Company expects to decrease or remain stable.

19. **Khun Yard-Arun Lakshमित (Right Protection Volunteer from the Thai Investors Association)**

– Would like to ask the Company to record the last part of this question in the minutes of the meeting for the benefit of all shareholders who did not attend the meeting today.

**Asst. Prof. Dr. Prasert Kanthamanon clarified that** there will definitely be a record. So please be at ease. The question is very helpful.

20. **Mr. Witoon Ngammekchai (Shareholder)** – inquired that Is there anything to be updated about the ERP itself beside from Opportunity Day?

**Dr. Isra Akrapitak** clarified that ERP is very well-known software in the market, so ERP would not be further explained much. However, the Company would like to provide more details of our ERP that is not in the same segment with other ERPs. The Company has developed on ERP that focuses on Manufacturing. Therefore, ERP that the company has developed can work like those of competitors in the market but the Company has not focused on that point first. The Company will focus on segments where it has a customer base first and ERP will not focus on overpriced markets and does not look at the level where the price is 10 million baht, that is not the Company's initial customer group. The Company will start from SME customers to have access to the Company's products. The volume will be high, which will make startups and SMEs meet the vision of the Company that we will promote growth. Therefore, there have been in the current progress consisting two parts.

In addition, the Company has also brought the ERP system to trial within the Company already which is considered a success as well. However, there is still ongoing development in different modules. In view of sales, sales are growing steadily and the Company aims to continue to grow in the ERP business, the Company believes that it will be a business that grows moderately. In terms of sales, the Company will continue to update the progress on Opportunity Day and the customers mentioned on Opportunity Day of Q4 2022, it is during the implementation phase, the transaction is completed, the deal is closed, but the deal has not yet been completed.

21. **Mr. Witoon Ngammekchai (Shareholder)** – inquired that from the annual report, would the Company like to update the automatic drink mixer (Robotendy)?

**Dr. Isra Akrapitak** clarified that Robotendy is another business that is actually an effort to expand the business. It is not a buying and selling business. It is considered a true innovation.

The Robotedy is currently in the marketing stage, and the Company will release activities during this period. This is the first time that the Company has launched such products to the public. However, this may be a business group where the company does not have a large customer base.

22. **Mr. Witoon Ngammekchai (Shareholder)** – would like to thank the management team and all employees for past operating results and dividends and thank you very much for consistently appearing on Opportunity Day (Opp Day).

23. **Mr. Boonchu Juramongkol (Shareholder)** - In 2022, the Company's gross profit margin in the machinery segment gradually decreased from 28% to 25% in the fourth quarter of 2022, despite the second half of 2022, the baht began to appreciate due to 38 baht to 34.5 baht, why and will the first quarter of 2023 be better?

**Dr. Isra Akrapitak** clarified that regarding the appreciation of the Thai baht at the end of the year, but the impact of actual orders is due to early orders, credit estimates 60-90 days. Therefore, the impact will continue until the fourth quarter of 2022. Therefore, due to the continuous improvement of the currency, there will be some improvement this year.

24. **Mr. Boonchu Juramongkol (Shareholder)** - inquired that from question number 22, are the higher cost of machinery the same cost during the currency depreciation? Or when will this cost still exist?

**Dr. Isra Akrapitak** clarified that the main reason is due to two parts:

1. caused by the machinery that the Company imported during the baht depreciation period. But at the same time, the Company has taken measures to prevent these matters. Since machinery is a product that has relatively high costs. Money management can be regarded as one of the measures.

2. The Company has efficient stock management, which will see results this year.

25. **Mr. Boonchu Juramongkol (Shareholder)** - inquired that as for hardware revenue, it hasn't grown at all. What plans does the company have?

**Dr. Isra Akrapitak** clarified that as for revenue from hardware sales during COVID-19, it was the most affected part. Since the Company's hardware products are Hi-End products in the world, the value is quite high, causing the Company to be affected a lot. The Company's products are part of the production process. And another part is in the process of research and development which is mostly advanced technology. Therefore, when the investment is tens of millions or more, then occur the economic impact or currency fluctuations. Customers will postpone their investment first. The Company believes that this year there will be a return in the second quarter and the third quarter this year, but the impact is caused by what has been explained earlier.

26. **Mr. Boonchu Juramongkol (Shareholder)** - inquired that as for hardware revenue in the fourth quarter that was reported, it was 23.7 million baht due to what? How much has the Company received from the government sector and how will it be in the year 2023?

**Dr. Isra Akrapitak** clarified that hardware revenue in the fourth quarter was lower for reasons discussed in the previous question. In terms of revenue from the government, there is still a steady stream. But during this time, it will be the event of the last fiscal year and the new fiscal year might be a little complicated due to the changes.

27. **Mr. Boonchu Juramongkol (Shareholder)** - inquired that as for the software revenue in the fourth quarter, it was as high as 107.5 million baht. Why and will it continue to improve?

**Dr. Isra Akrapitak** clarified that higher income is due to the following 2 factors:

1. caused by the owner of the product will increase the price. The Company has negotiated with customers first. Before the price of the product is adjusted, the Company would like customers to buy this product to use first before the price increase. This is a good result in the short term.

2. caused by a change in sales model. Although sales in that quarter may not be very high. But the recognition of revenue is growing from the recurring accumulated as well. The increase in software revenue was not entirely due to the purchases in that quarter.

28. **Mr. Boonchu Juramongkol (Shareholder)** - inquired that as for software gross margins, the drop in 2022 is temporary on exchange rates or caused by increasing the price of foreign software and this year, can it return to the same level as 2021?

**Dr. Isra Akrapitak** clarified that actually it has been decreased by 2 reasons which we have explained earlier. Will it return as good as before? We must inform that it will gradually come back better and better need time.

The meeting was closed by the Chairman at 11.17 am.

Yours sincerely

AppliCAD Public Company Limited



(Asst. Prof. Dr. Prasert Kanthamanon)

Chairman

Note: The Company has recorded the meeting in the form of video media.

Company Secretary Office

Tel. 02-744-9045 ext. 901

Email: [sorawat@applicadthai.com](mailto:sorawat@applicadthai.com)

The Annual Report  
in the format of a QR-Code  
consisting of Annual financial statements of 2023  
and the Company's information (summary) for the year 2023



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



Asst.Prof.Dr. Prasert Kanthamanon

Chairman of the Board of Directors and  
Independent Director  
Age: 61 years old

**Education**

- Ph.D. Computer Engineering, School of Computer Science and Engineering, University of New South Wales, Australia
- Bachelor of Engineering (Electrical Engineering), King Mongkut's University of Technology Thonburi

**Completed Program from Thai Institute of Directors (IOD)**

- Directors Certification Program (DCP), Class 151/2018

**Year of being Director of the Company**

- 12 years (2012 – present)

**Shareholding in the Company (%) (Self / Spouse / Underage children) as of 31 December 2023**

- 0.017 % from the issued shares

**Relationship with executives**

- None

**Position in other listed companies in the Stock Market of Thailand**

- None

#### Position in other companies (Not listed company)

- Vice Chairman Innovation Development Foundation King Mongkut's University of Technology Thonburi
- Director, Nawawiwat Company Limited
- Senior Vice Rector for Administrative Affairs and Chief Information Officer, King Mongkut's University of Technology Thonburi

#### 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

- 2020 – Present Vice Chairman Innovation Development Foundation King Mongkut's University of Technology Thonburi
- 2014 – Present Director, Nawawiwat Company Limited
- 2010 – Present Senior Vice Rector for Administrative Affairs and Chief Information Officer, King Mongkut's University of Technology Thonburi
- 2015 – 2019 Director, Innovation Development Foundation King Mongkut's University of Technology Thonburi

#### Number of Meeting attendance in 2023

- Board of Directors 6/6 times (attended as 100%)

#### Prohibited qualifications

- No criminal record relating to the assets with dishonest conduct

#### Other qualifications

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

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



**Mr. Thanin Pornsiritivet**

Independent Director  
and Audit committee and Chairman of the  
Nomination and Compensation Committee  
Age 51 years old

**Education**

- Master of Business Administration, St. Louis University, USA
- Bachelor of Commerce and Accountancy, Chulalongkorn University

**Completed Program from Thai Institute of Directors (IOD)**

- Directors Certification Program (DCP), Class 243/2017
- Board Nomination and Compensation Program (BNCP) Class 17/2023

**Year of being Director of the Company**

- 12 years (2012 – present)

**Shareholding in the Company (%) (Self / Spouse / Underage children) as of 31 December 2023**

- 0.0004

**Relationship with executives**

- None

**Position in other listed companies in the Stock Market of Thailand**

- None

**Position in other companies (Not listed company)**

- Director, Iconsiam Signature Company Limited

- Director, Iconsiam Retails Company Limited
- Director, ICS Company Limited
- Director, DPAC Corporation Company Limited
- Director, Magnolia Quality Development Corporation Company Limited
- Chief Financial Officer, DT Group of Companies Corporation Company Limited
- Director, Siam Rivea Company Limited
- Director, The Chaopraya River Assets Holdings 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**

- 2018 – Present Director, The Chaopraya River Assets Holdings Company Limited
- 2017 – Present Director, Iconsiam Signature Company Limited
- 2016 – Present Director, Iconsiam Retails Company Limited
- 2016 – Present Director, Siam Rivea Company Limited
- 2015 – Present Director, ICS Company Limited
- 2015 – Present Chief Financial Officer, DT Group of Companies Corporation Company Limited
- 2011 – Present Director, DPAC Corporation Company Limited
- 2010 – Present Director, Magnolia Quality Development Corporation Company Limited

**Number of Meeting attendance in 2023**

- |   |     |                          |
|---|-----|--------------------------|
| ● Board of Directors                    | 6/6 | times (attended as 100%) |
| ● Audit Committee                       | 4/4 | times (attended as 100%) |
| ● Nomination and Compensation Committee | 2/2 | times (attended as 100%) |

**Prohibited qualifications**

- No criminal record relating to the assets with dishonest conduct

**Other qualifications**

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

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



**Ms. Siriporn Tangadulrat**

Director

Age 62 years old

**Education**

- Master's degree, Faculty of Applied Statistics (Computer Science) National Institute of Development Administration
- Bachelor of Science (Nursing) Mahidol University

**Completed Program from Thai Institute of Directors (IOD)**

- Directors Accreditation Program (DAP), Class 209/2023

**Year of being Director of the Company**

- 3 years (2022 – present)

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

- 2.30%

**Relationship with executives**

- None

**Position in other listed companies in the Stock Market of Thailand**

- 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 2023**

- Board of Directors      6/6      times (attended as 100%)

**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

**Proxy form B: (Specific Details Form)**

**According to Regulation of Department of Business Development**

**Re: Form of Proxy (No. 5) B.E. 2550**

.....

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) **Mrs. Bongkot Rungkornpaisarn** Age 60 years old 84/56-57 Soi Wat Lat Bua Khao,  
Bang Kho Laem, Bang Kho  
Laem, Bangkok 10120
- (2) **Dr. Niti Nuengchamnong** Age 43 years old 873/174 Srinakarin Rd.,  
Phatthanakan, Suan Luang,  
Bangkok 10250

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

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

As only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2024 on Tuesday 23 April 2024 at 10.00 a.m. via electronic media or at any adjournment thereof.

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

**Agenda 1: To acknowledge the operating performance of the Company for the year 2023**

- 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 2023**

- (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 2023**

- (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
- Asst.Prof.Dr. Prasert Kanthamanon
- Approve                       Disapprove                       Abstain
- Mr. Thanin Pornsiritivet
- Approve                       Disapprove                       Abstain
- Ms. Sirporn Tangadulrat
- Approve                       Disapprove                       Abstain

**Agenda 5: To consider and approve the remuneration of Directors for the year 2024**

- (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 2024**

- (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 ..... Proxy  
(.....)

**Remark:**

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

**Regular Continued Proxy Form B**

Authorization on behalf of the shareholder of **AppliCAD Public Company Limited** at the Annual General Meeting of Shareholders for the year 2024 on Tuesday 23 April 2024 at 10.00 a.m. via electronic media or at any adjournment thereof.

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

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

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

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

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

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

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

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

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

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

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



1. Name: **Mrs. Bongkot Rungkornpaisarn**  
Position in the Company: Chairperson of Audit Committee and Independent Director, member of Nomination and Compensation Committee  
Age: 60 years old  
Address: 84/56-57 Soi Wat Lat Bua Khao, Bang Kho Laem, Bang Kho Laem, Bangkok 10120  
Conflict of interest in agenda: **Agenda 5:** To consider and approve the remuneration of Directors for the year 2024



2. Name: **Dr. Niti Nuengchamnon**  
Position in the Company: Audit Committee and Independent Director  
Age: 43 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 2024

**Remark**

Information of Independent Director disclosed in the Annual Report of 2023 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.

## 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 meetings 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.

## 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.

#### 1. 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.*

#### 2. 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 fulfillment 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.

#### 3. 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.

#### **4. 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.

#### **5. 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.

#### **6. Contact**

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

## Registration process, guidelines on how to attend the Annual General Meeting of Shareholder via Electronic media (E-Meeting) and how to attend the Meeting by proxy.

The Company will hold the Annual General Meeting of Shareholder 2024 by electronic media only on Tuesday 23<sup>rd</sup> April 2024 at 10.00 a.m., in which the Company will not provide onsite registration or voting on the meeting day. Thus, all Shareholders are requested to attend the meeting by electronic media.

The Company has engaged Inventech System (Thailand) Company Limited, in organizing a shareholders' meeting via the Inventech Connect system for the meeting by electronic media. The system is in compliance with the standards for convening a meeting via electronic media of the Electronic Transaction Development Agency or ETDA.

### Guidelines for attending of Electronic Meeting

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows;

#### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by electronic media via Web Browser at <https://pro.inventech.co.th/APP160923R/#/homepage> or scan QR Code and follow the following steps;

1. Click link URL or scan QR Code in the letter notice Annual General Meeting.
2. Choose type request for request form to 4 steps.
  - Step 1 Fill in the information shown on the registration
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information.



3. Please wait for an email information detail of meeting and Password

**\*\* Merge user accounts, please using the same email and phone number \*\***

2. For Shareholders who would like to attend the Meeting either through the electronic media by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 12<sup>th</sup> April 2024 at 8:30 a.m. and shall be closed on 23<sup>rd</sup> April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 23<sup>rd</sup> April 2024 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### **Document and evidence required for meeting via electronic media**

#### **Document for attending via Electronic Method**

##### **Ordinary Person**

1. In case the shareholders attend the meeting by themselves: Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).
2. In case of granting proxy holder
  - 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.
  - 2.2 Certified true copy of valid evidence of the shareholder as specified in item 1.
  - 2.3 Certified true copy of valid evidence of the proxy as specified in item 1.

##### **Juristic Person**

1. **In case of shareholder's representative (director) attend the meeting by themselves.**
  - 3.1 The identification document of such authorized representative similar to those of ordinary person as specified in item 1.
  - 3.2 Copy of shareholder's Affidavit not over three months and certify by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.
2. **In case of shareholder appoint proxy holder**
  - 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by the authorized director of shareholder and proxy.
  - 2.2 Copy of shareholder's Affidavit not over three months and certify by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.
  - 2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.
  - 2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholder specified in item 1.

3. In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper.

3.1 All evidence similar to those of the Juristic Person as specified in items 1 or 2.

3.2 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required;

- Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.
- Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business. In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

Custodian can record the votes specified in the Proxy via an e-Proxy voting system of Thailand Securities Depository Co., Ltd (TSD) in advance, before 17.00 hours one day prior to the meeting date.

\*\* By the Company will not make a request for additional document or creating an undue burden to the shareholders (ex. undefined to use the shareholder's the ID card of proxy, specify in addition to the documents or the circular letter formal related) \*\*

### 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 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 <http://www.applicadthai.com> ( Investor Relations → Information for Shareholders → Shareholders' Meeting)

### The shareholder who is not able to attend the Meeting may appoint the proxy as follows:

1. Select only one of the three forms provided above as follows:
  - General shareholder shall select only one of either Form A or Form B.
  - Shareholder listed in the share register book as foreign shareholder appointing the custodian in Thailand can select only one of the three proxy forms.

2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent Director to be your proxy.
3. Affix the 20 Baht stamp duty on the proxy form in order to be valid and legally binding.
4. The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:
  - Email: [ir@applicadthai.com](mailto:ir@applicadthai.com) and
  - Original by mail: Company Secretary, AppliCAD Public Company Limited, 69 Soi Sukhumvit 68, Sukhumvit Road, Bangna Nuea, Bangna, Bangkok 10260

#### **Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)**

1. Get email and password that you received from your email or request OTP.
2. Click on “Register” button, the system has already registered and counted as a quorum.
3. Click on “Join Attendance”, Then click on “Join Meeting” button.
4. Select which agenda that you want to vote.
5. Click on “Vote” button.
6. Click the voting button as you choose.
7. The system will display status your latest vote.

To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

#### **Step to ask questions via Inventech Connect**

- Select which agenda
- Click on “Question” button
- Ask a question
  - Type the question then click “Send”
- Ask the question via video
  - Click on “Conference”
  - Click on “OK” for confirm your queue
  - Please wait for the queue for you then you can open the microphone and camera

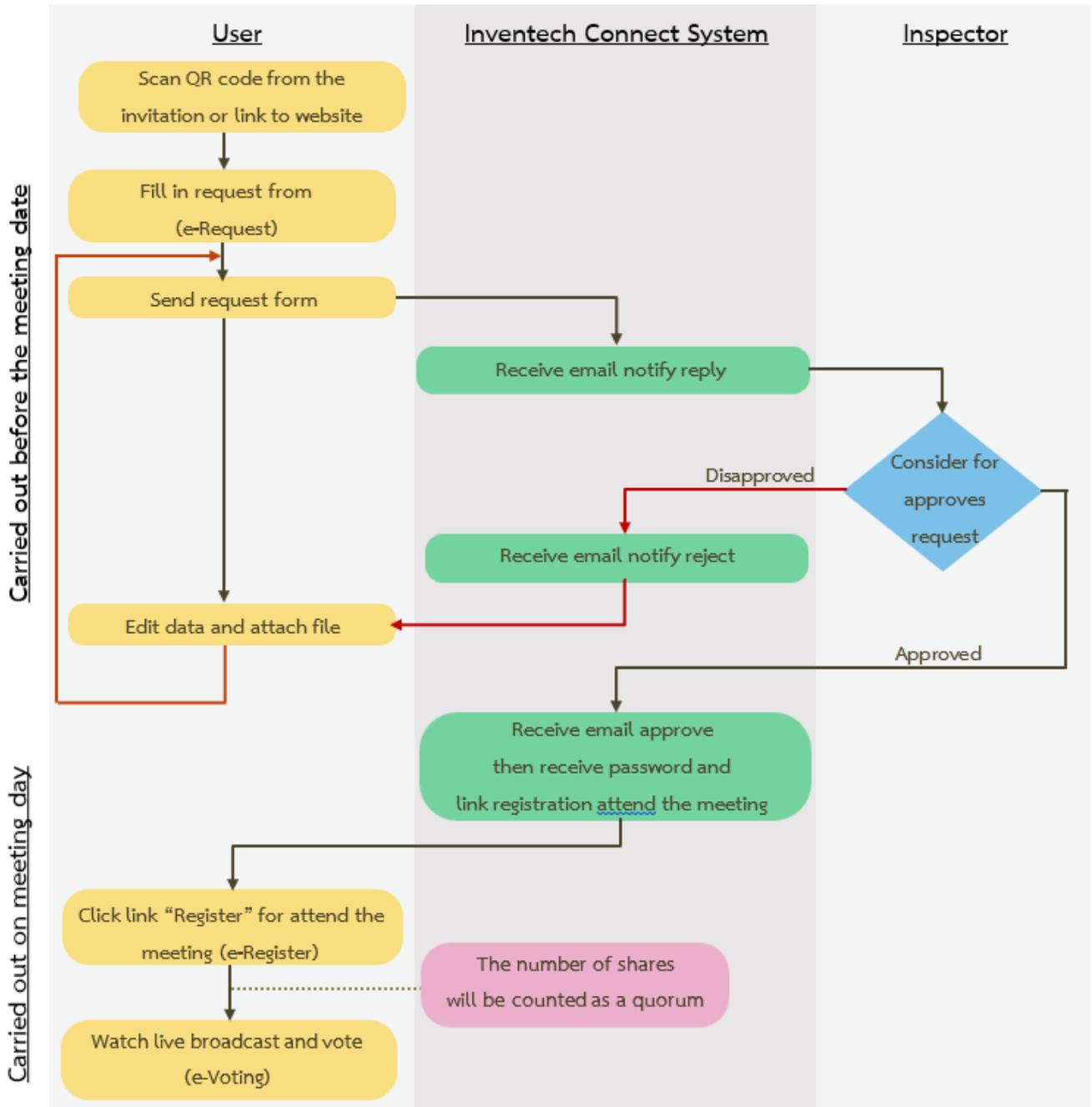
#### **In case Merge account/change account**

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

#### **In case Exit the meeting**

Attendees can click on “Register to leave the quorum”, the systems will be number of your shares out from the meeting base.

Guidelines for attending of Electronic Meeting





**AppliCAD Public Company Limited**  
**No. 69 Soi Sukhumvit 68, Sukhumvit Road,**  
**Bangna Nuea , Bangna , Bangkok 10260**