



บริษัท อปีโก ไฮเทค จำกัด (มหาชน)

AAPICO HITECH PUBLIC COMPANY LIMITED

AAPICO ทะเบียนเลขที่ / Registration No. 0107545000179

Ref No: AH 01032024

March 25, 2024

Subject : **Invitation to 2024 Annual General Meeting of Shareholders**

To : **Shareholders of Aapico Hitech Public Company Limited**

- Enclosures** :
1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2023, which was held on Thursday, April 27, 2023
 2. Dividend Payments Policy and Proposed Dividend Payment
 3. Definition of Independent Director
 4. Information of the Nominated Persons to be the Company's Directors in Replacement of those Retired by Rotation
 5. List of Auditors and Details of Auditors' Fees
 6. Documents and Evidence to be Presented by the Shareholders before Attending the Meeting, Guidelines for Appointment of Proxy, Registration and Voting at the Shareholders' Meeting
 7. The Company's Articles of Association relating to the Annual General Meeting of Shareholders
 8. Flow Chart of the Annual General Meeting
 9. Information of the independent directors proposed by the Company to be Proxies
 10. Map of the Meeting Location
 11. Privacy Notice for Annual General Meeting of the Shareholders
 12. QR code for download form 56-1 One Report year 2023 (Annual report) and Financial Statements for the year 2023
 13. Proxy Form B

The Board of Directors of Aapico Hitech Public Company Limited (**the "Company"**) is hereby given that the Annual General Meeting of Shareholders for the year 2024 to be held on **Friday, April 26, 2024, at 10:00 Hrs.** (Registration starts from 08:30 Hrs.) at **Arnoma room 2-3, 3rd Floor, Arnoma Grand Hotel Bangkok,** located at 99 Ratchadamri Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330, to consider and approve the following agendas.

Agenda 1 **To Consider and Approve the Minutes of the 2023 Annual General Meeting of Shareholders**

Fact and Reason: The Minute of the Annual General Meeting of Shareholders for the year 2023, which was held on Thursday, April 27, 2023, was correctly and accurately recorded and contained the resolution of the Annual General Meeting of Shareholders for the year 2023. The Company has arranged the submission of the Minute to the Stock Exchange of Thailand within 14 days from the date of the meeting as required by law and has also published the Minute on the Company's website at www.aapico.com for shareholders to acknowledge and confirm the accuracy. No Shareholders raised an objection or requested an amendment to the said minutes, as detailed in Enclosure 1.

Therefore, the Minute of the Annual General Meeting of Shareholders for the year 2023 was deemed appropriate to present to the Annual General Meeting of Shareholder for approval.

Board Opinion: The Company should present the Minute of the Annual General Meeting of Shareholders for the year 2023 which was recorded correctly and accurately to the 2024 Annual General Meeting of Shareholders for approval.

Agenda 2 To Acknowledge the Company's Performance for the fiscal year 2023

Fact and Reason: The report of the Company's business performance for the fiscal year 2023 is contained in the 2023 form 56-1 One Report, which shareholders can download the aforementioned documents from the QR Code provided in Enclosure 12.

Board Opinion: The Company should report its business performance for the year 2023 as presented in the fiscal 2023 form 56-1 One Report to the 2024 Annual General Meeting of Shareholders for acknowledgement.

Agenda 3 To Consider and Approve the Audited Financial Statements for the fiscal year 2023 ended as of December 31, 2023, and the Auditor's Report

Fact and Reason: The audited financial statements for the fiscal year 2023 ended as of December 31, 2023 were prepared in accordance with the general accepted accounting principle and were examined and certified by a certified public accountant, EY Office Limited, and reviewed by the Audit Committee. The auditor has considered and deemed it correct, complete and sufficient, as stated in the 2023 form 56-1 One Report and Financial Statements, which shareholders can download the aforementioned documents from the QR Code provided in Enclosure 12.

Board Opinion: The Company should propose that the 2024 Annual General Meeting of Shareholders approve the audited financial statements for the fiscal year 2023 ended as of December 31, 2023, which were considered by the Audit Committee and audited by a certified public accountant.

Agenda 4 To Acknowledge the Interim Dividend and to Approve the Dividend Payment for the fiscal year 2023 Performance

Fact and Reason: The Company has a policy to pay dividend of not less than 10% of net profit after taxes. However, the decision for dividend payment is subjected to future investment plans and other necessities as the Company deems appropriate in the future and must not conflict with the Public Limited Company Act regarding the dividend payment.

Considering the Company's performance for the fiscal year 2023, the Company reported net profit attributable to shareholders of Baht 1,610 million. Therefore, the Board of Directors considered to pay cash dividends amounted to Baht 1.65 per share for the fiscal year 2023 performance from January 1, 2023, to December 31, 2023, of totaling 354,842,012 shares, which is equivalent to but not exceeding Baht 585,489,319.80. This represents the dividend payout ratio of 36.4% of the Company's net profit attributable to equity holders after taxes, which is in line with the Company's dividend policy.

During the year 2023, the Company has paid interim dividend on September 11, 2023, for the performance from January 1, 2023 to June 30, 2023, at the rate of Baht 0.70 per share, of totaling 354,842,012 shares, which is equivalent to but not exceeding Baht 248,389,408.40. The dividend payment at the rate of Baht 0.14 per share is derived from net profit which was subjected to tax exemption profit under the BOI privilege scheme and the dividend payment at

the rate of Baht 0.56 per share is derived from net profit under Non-BOI.

Therefore, the remaining cash dividend of Baht 0.95 per share, was approved to be paid for the performance from July 1, 2023, to December 31, 2023, which is equivalent to but not exceeding Baht 337,099,911.40. The dividend payment at the rate of Baht 0.95 per share is derived from net profit under Non-BOI. The record date for determining the shareholders entitled to receive cash dividend (Record Date) is scheduled to be made on March 15, 2024. The payment of dividend will be made on May 24, 2024. The dividend payment in form of cash dividend is subject to a withholding tax at the rate specified by law and the Company would withhold all withholding tax from the cash dividend. However, the right to receive cash dividend remain uncertain and is subjected to the shareholders' approval at the 2024 Annual General Meeting of shareholders. (Details is provided in Enclosure 2)

Board Opinion: The Company should propose that the 2024 Annual General Meeting of Shareholders to acknowledge the interim dividend payment and to approve the dividend payment for the performance during July 1 to December 31, 2023, at the rate of Baht 0.95 per share, totaling of not exceeding Baht 337,099,911.40 to shareholders. The shareholders entitled to receive the dividend are those appearing on the shareholder list as of the Record date on March 15, 2024, and the date for dividend payment is on May 24, 2024.

Agenda 5 To Consider and Approve the Appointment of Directors Replacing Retired Directors by Rotation

Fact and Reason: According to Clause 16 of the Company's Articles of Association, one-third of the total number of directors must retire from the office at the Annual General Meeting. If it is not possible to divide the total number of directors evenly by three, the number closes to one-third, but not exceeding one-third. In choosing directors to retire, the directors who have served the longest years are the most eligible to retire. Nevertheless, the retiring directors are eligible for re-election.

For the Annual General Meeting for the year 2024, there are 2 directors to be retired from their positions are:

- 1) Mr. Yeap Swee Chuan President & CEO
The Chairman of the Board of Directors and Executive Director
Authorized Director
- 2) Mrs. Teo Lee Ngo Executive Director
Authorized Director

During the period September 30 – December 31, 2023, the Company had provided the opportunity for minority shareholders to propose agenda of the meeting to nominate qualified candidate(s) for the directorship in this Annual General Meeting for Shareholders for the year 2024. However, there was no proposal for consideration.

Therefore, the Nomination and Remuneration Committee determines that it is appropriate to re-elect such 2 retiring directors, as the directors of the Company for another term based on their abilities, qualifications, knowledge, and experience that are beneficial to the Company's operations.

- 1) Mr. Yeap Swee Chuan President & CEO
The Chairman of the Board of Directors and Executive Director
Authorized Director
- 2) Mrs. Teo Lee Ngo Executive Director
Authorized Director

The Nomination and Remuneration Committee has considered that the persons nominated as directors retired by rotation above have qualifications in accordance with the laws related to the requirements of the Company's directors.

Board Opinion: The Board of Directors (Excluding directors who have interests in this agenda) has agreed with the Nomination and Remuneration Committee to propose to the 2024 Annual General Meeting of Shareholders to consider and approve Mr. Yeap Swee Chuan and Mrs. Teo Lee Ngo, the retiring director, to be re-elected as the directors of the Company for another term. (Information relating to the qualified 2 candidates proposed for the appointment as director is provided in Enclosure 4)

Agenda 6 To Consider and Approve the Remuneration of Directors for the year 2024

Fact and Reason: Under Section 90 of the Public Limited Company Act, B.E. 2535, directors' remuneration must be approved by the shareholders' meeting with a vote of not less than two-third (2/3) of total votes of the shareholders present and qualified to vote.

The Nomination and Remuneration Committee has considered the remuneration of directors for the fiscal year 2024, considering the scope of responsibilities and performance of directors, the comparison of directors' remuneration of other listed companies engaged in the same business regarding the performance, business size, and directors' accountability.

The Nomination and Remuneration Committee has proposed to revise the remuneration of directors for the year 2024 with details as following:

| Directors' Remuneration | 2023 | 2024 | Change |
|--|--|--|------------|
| 1. Annual Remuneration* (per person / per year) | | | |
| Board of Directors | | | |
| Independent Director | Baht 275,000 | Baht 275,000 | Not Change |
| Audit Committee | | | |
| Chairman | Baht 50,000 | Baht 50,000 | Not Change |
| Member | Baht 25,000 | Baht 25,000 | Not Change |
| 2. Attendance Fee (per person / per meeting) | | | |
| Board of Directors | Baht 25,000 | Baht 25,000 | Not Change |
| Audit Committee | Baht 20,000 | Baht 20,000 | Not Change |
| Nomination and Remuneration Committee | Baht 15,000 | Baht 15,000 | Not Change |
| Risk Management Committee | Baht 15,000 | Baht 15,000 | Not Change |
| 3. Incentive Bonus* | | | |
| Independent Director | 0.2% of net profit attributable to equity holders but not exceeding Baht 5 million | 0.2% of net profit attributable to equity holders but not exceeding Baht 5 million | Not Change |

Note: Executive Director is not entitled for directors' remuneration.

The annual remuneration and incentive bonus for the year 2024 are to be paid in the following year.

Board Opinion: The Company should propose that the 2024 Annual General Meeting of Shareholders approve the remuneration of directors and its committee for year 2024, with details as follows:

- 1) The annual remuneration of directors for the year 2024 for independent director at Baht 275,000 per person and the incremental remuneration for Chairman of Audit Committee at Baht 50,000 per person and member of Audit Committee at Baht 25,000 per person. These add up to total amount not exceeding Baht 1,475,000.
- 2) The attendance fee of the Board of Directors' meeting at Baht 25,000 per person per meeting, the attendance fee of the Audit Committee meeting at Baht 20,000 per person per meeting, the attendance fee of the Nomination and Remuneration Committee meeting at Baht 15,000 per person per meeting, the attendance fee of the Risk Management Committee meeting at Baht 15,000 per person per meeting.
- 3) The incentive bonus for independent directors for the year 2024 at the rate of 0.2% of net profit attributable to equity holders but not exceeding the amount of Baht 5 million.
- 4) The Company does not provide any other remuneration or offer any other privileges to the directors other than what mentioned in 1) to 3) above.

Agenda 7 **To Consider and Approve the Appointment of Auditor and the Auditor's Remuneration for the year 2024**

Fact and Reason: Under Section 120 of the Public Limited Company Act, B.E. 2535, shareholders are asked to appoint the auditor and approve the auditor's remuneration on an annual basis. Shareholders can also appoint the same auditor as last year.

With the consideration of Audit Committee, the Board of Directors proposed the appointment of EY Office Limited to be the auditor to audit the Company's financial statements for the fiscal year 2024 ended as of December 31, 2024. The auditor's remuneration for the year 2024 is proposed at an amount not exceeding Baht 3,400,000. Details of auditor and auditor's remuneration are provided in Enclosure 5.

Board Opinion: The Company should propose that the 2024 Annual General Meeting of Shareholders approve the appointment of EY Office Limited as the Company's auditor and fix the audit fee at not exceeding Baht 3,400,000 for the audit of the Company's financial statements for the fiscal year 2024 ended as of December 31, 2024.

Agenda 8 **To Consider Other Business Matters (if any)**

The Board of Directors emphasizes the rights of shareholders and the principle of good corporate governance on the topic of shareholders' rights and equitable treatment of shareholders. Therefore, the Company had provided the opportunity for minority shareholders to propose an agenda of the meeting to nominate qualified candidate(s) for the directorship in this Annual General Meeting for Shareholders for the year 2024. However, there was no proposal for consideration.

The Board of Directors has set the Record Date for shareholders to attend the meeting and vote in the Annual General Meeting of Shareholders for the year 2024 on March 15, 2024. For Shareholders who wish to join the meeting in person, **registration for meeting attendance will begin at 8:30 Hrs.** To ensure convenience of the registration, shareholders and/or proxies are requested to present the required documents and evidence as detailed in the Documents and Evidence to be Presented by the Shareholders before Attending the Meeting, Guidelines for Appointment of Proxy, Registration and Voting at the Shareholders' Meeting (Enclosure 6). The meeting will be preceded according to the Company's Articles of Association relating to the Annual General Meeting of Shareholders (Enclosure 7) and will be following in orders according to the flow chart of the Annual General Meeting (Enclosure 8).

To reserve the rights and benefits of shareholders, the Company encourages shareholders who cannot attend the meeting in person to exercise their voting rights by appointing a person or the Company's independent director as proxies to participate and vote in the meeting on their behalf. Shareholders can use Proxy Form B (Enclosure 13), which shareholders are able to specify their votes, together with the notice of the meeting. Information about independent directors proposed by the Company to be proxies is detailed in Enclosure 9. Shareholders can also scan QR code for download the Proxy Form B or other Proxy Forms on the Documents and Evidence to be Presented by the Shareholders before Attending the Meeting, Guidelines for Appointment of Proxy, Registration and Voting at the Shareholders' Meeting (Enclosure 6), or download the Proxy Form B or other Proxy Forms on the Company's website at www.aapico.com under the section: Investor Relations > Shareholder Information > Shareholders' Meeting.

Shareholders shall submit the completed proxy form (Proxy Form B for a general shareholder or Proxy Form C for a foreign shareholder who has appointed a custodian in Thailand as the depository and trustee), along with relevant required documents to the Company at the following address **not later than April 24th, 2024**, so that the Company could continue to act on your behalf.

AAPICO Hitech Public Company Limited

Unit 100/11, 9th Floor (Low Zone), Sathorn Nakorn Tower,
100 North Sathorn Road, Silom, Bang Rak,
Bangkok, Thailand, 10500

The Company has also published the notice of the Annual General Meeting of Shareholders for the year 2024 and related documents including the Proxy Forms on the Company's website at www.aapico.com under the section: Investor Relations > Shareholder Information > Shareholders' Meeting. In case shareholders have any questions or concerns relating to the agenda of the meeting, you may submit questions in advance to the Company via email at aapicohitech@aapico.com or fax at 02-613-1508. The Company will inform Shareholders via the Company's website or SET's website in the event that there are changes in the situation or additional AGM-related measures from the Government Official.

Sincerely Yours,



(Mr. Yeap Swee Chuan)
President & CEO



บริษัท อابیโก้ ไฮเทค จำกัด (มหาชน)

AAPICO HITECH PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ / Registration No. 0107545000179

MINUTES OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2023 AAPICO HITECH PUBLIC COMPANY LIMITED

Time and Place

The Annual General Meeting of Shareholders for the year 2023 (the “**Meeting**”) of AAPICO Hitech Public Company Limited (the “**Company**”) was convened on Thursday, April 27, 2023, at 10:00 Hrs., at Banglampoo room, 6th Floor, Amari Watergate Bangkok, located at 847 Petchburi Road, Ratchathewi, Bangkok 10400.

The Meeting

Ms. Suppapitch Kosonphiriyatham, the IR of the Company served as the master of ceremony, welcomed shareholders and proxies of the shareholders and informed that the Meeting is properly recorded by video recording devices. Ms. Suppapitch, then, further informed that, out of the total seven (7) members of the Board of Directors (the “**Board**”), six (6) members attended this Meeting which equal to 85.71% ratio of the Board. The members of the Board are as follows:

- | | |
|----------------------------|---|
| 1) Mr. Yeap Swee Chuan | Chairman and Executive Director |
| 2) Mrs. Teo Lee Ngo | Executive Director |
| 3) Mr. Kenneth Ng Shih Yek | Independent Director, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee |
| 4) Mr. Wichian Mektrakarn | Independent Director, Member of Audit Committee and Chairman of Risk Management Committee |
| 5) Mrs. Vachira Na Ranong | Independent Director, Member of Risk Management Committee and Member of Nomination and Remuneration Committee |
| 6) Mr. Arvind Mathew | Director and Member of Risk Management Committee |

Ms. Suppapitch also mentioned that Mr. Jianhui Si, Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee of the Company, has been absent from the Meeting today due to a health problem. Then Ms. Suppapitch introduced Ms. Yeap Xin Rhu, the Chief Financial Officer. Then, introduced Ms. Vissuta Jariyathanakorn, Mr. Vijit Buasri, and Ms. Yatawee Pantpong, auditors from EY Office Limited who attended the Meeting to witness the count of votes for the agendas of the Meeting. Ms. Suppapitch then invited Mr. Yeap Swee Chuan, the Chairman of the Meeting, to give the opening speech to the shareholders.

Mr. Yeap Swee Chuan welcomed shareholders and delegated Mr. Wichian Mektrakarn to conduct the Meeting in Thai for better communication. Mr. Wichian announced the number of shareholders in attendance. There were 200 shareholders attending the Meeting, of which 56 shareholders were present in person and 144 shareholders were present by proxy, representing 204,999,715 shares out of total 354,842,012 shares, accounting for 57.772% of total shares of the Company. This was deemed to satisfy the quorum of the general meeting of shareholders as stipulated in the Company’s Articles of Association and therefore declared the Meeting duly convened.

Mr. Wichian informed the shareholders the agenda of the Meeting, the voting regulation, the voting procedures, the counting and announcement of the vote as prescribed in the notice of the Meeting. There were 8 agenda items, 6 of which required the Meeting’s approval, one was for information, and the other was other businesses. The Meeting will consider each agenda item in order as specified in the notice of the Meeting, which was sent to shareholders in advance together with supporting documents. Shareholders are allowed to raise questions before casting their vote. One share will count as one vote. Shareholders or Proxies must cast the vote by approving, disapproving, or abstaining, only. Allocation of votes are not allowed on the meeting day except for the custodian votes. Shareholders who do not approve or abstain the agenda shall mark on the voting card and give to the officers for counting. If the voting card has not been handed in, the vote will be counted as approved. The voting card that has been modified without certified signatory or ticked more than one box will be regarded as a void card. For proxies, the Company has included the votes in the total count accordingly. The voting is deemed final after the vote count has been announced by the moderator of the Meeting. Then, Mr. Wichian commenced the Meeting as per the agendas:

Agenda 1 To approve the Minutes of Annual General Meeting of Shareholders for the year 2022

Board Opinion: The Minutes of the Annual General Meeting of Shareholders for the year 2022, which was held on Wednesday, April 20, 2022, were correctly and accurately recorded and contained the resolution of the Annual General Meeting of Shareholders for the year 2022. The Minutes have been published for shareholders to acknowledge and confirm the accuracy. The Company received no objection or request for an amendment to the said minutes, as detailed in Enclosure No.1. Therefore, the Company propose to present the Minutes of the Annual General Meeting of Shareholders for the year 2022 to the Meeting for approval.

Mr. Wichian asked the Meeting if any shareholders would like to raise any questions or concerns. As there were no comments from shareholders, Mr. Wichian requested the Meeting to cast their votes by handing the voting cards for those who vote against or abstain. There were 201 shareholders attending and voting for this agenda, representing 205,000,915 shares.

After due consideration, the Meeting resolved that the Minutes of the Annual General Meeting of Shareholders for the year 2022 be adopted and approved with the result as per below:

| | | | | | | |
|---------------|-------------|--------|-----|---------------|--------------|---------|
| Approved | 205,000,915 | Votes, | 201 | Shareholders, | representing | 100.00% |
| Not Approved | 0 | Votes, | 0 | Shareholders, | representing | 0% |
| Abstained | 0 | Votes, | 0 | Shareholders, | representing | 0% |
| Voided Ballot | 0 | Votes, | 0 | Shareholders, | representing | 0% |

Agenda 2 To acknowledge the Company’s performance for the year 2022

Board Opinion: The Company to report its business performance for the year 2022 as presented in the 2022 Annual Report to the Meeting for acknowledgement.

For this agenda, Mr. Wichian has assigned Ms. Pocharee Busrathepkul to present the Company’s performance for the year 2022 to the Meeting, which can be summarized as follows:

In the year 2022, the total car production increased by 11.7%, to 1.88 million units according to the Federation of Thai Industries (FTI) The export volume gradually increased by 4.3% to 0.96 million units due to easing of

semiconductors shortage and some parts of some car models became available. In the meantime, the car's domestic sales also increased by 11.9% to 0.76 million units due to economic recovery and the new car's models launch. Also, the base for 2021 was low due to Covid-19 outbreak that affected domestic sales.

For the year 2023, the FTI forecasts a stable automotive production volume of approximately 1.95 million cars which will increase by 3.7% YoY, of which 1.05 million cars for export and 0.9 million cars for domestic car sales.

Total Revenue of AAPICO Group in 2022 increased by 35.2% YoY which was more than the Company's target revenue growth of 30% from 2021 and also higher than industry growth in terms of production. Revenue growth was attributable to the increase in customer orders from existing clients, new model launches, new products, and new orders from overseas customers. Dealership business contributed to higher growth due to the opening of Mazda and MG new showroom since Q4 2021 following with the opening of new Mitsubishi and Ford showrooms in April and August 2022 respectively in Thailand. In Malaysia, the revenue growth was partially driven by the opening of a new Proton showroom in October 2022 and also by the end of Sales and Service Tax (SST) exemption in June 2022, which accelerated overall buying decision of the customers.

AAPICO's sales and services income are mainly contributed from two core businesses which are OEM automotive parts and car dealerships, with the income contribution in 2022 of 73% and 27% respectively. Sales of the technology sector in 2022 was still nominal at less than 1% of total sale and services income. The Sales and Services income increased by 36.9% YoY mainly driven by the growth of OEM automotive parts manufacturing business of 33.7% and car dealerships and services center business of 45.9%. The increase in total revenues were attributable to the increase in customer orders from existing clients, new model launches, new products, and new orders from overseas customers with management's effort to diversify into more product range, which led to higher revenue. Dealership business contributed to higher growth due to the opening of Mazda and MG new showroom since Q4 2021 following with the opening of new Mitsubishi and Ford showrooms in April and August 2022 respectively in Thailand as mentioned. Ford also launched new models, started in Q3 2022, which help in boosting sales from Q3 2022 onwards. In Malaysia, the revenue growth is partially driven by the end of Sales and Service Tax (SST) exemption in June 2022 in Malaysia, which accelerated overall buying decision of the customers.

For the year 2022 revenue contribution segmented by geography, Thailand contributed the most at 66%, followed by Portugal and Malaysia which has contributed equally at 15% each, and China at 4%. Revenue from Thailand and Malaysia had significant growth with 43.4% and 51.3% respectively while China and Portugal grew at 15.4% and 10.4% respectively. The Company's operations in Thailand, Malaysia, China and Portugal grew higher than average industry growth.

EBITDA Margin improved from 10.9% to 12.2% in 2022. Net Profit Attributable to Equity Holders was at Baht 1,824 million compared to Baht 1,024 million in 2021, which increased by 78.1% YoY. The net profit margin increased from 4.9% to 6.4% in 2022 due to the following reasons:

- 1) Strong performance from auto parts manufacturing business in Thailand and China. Portugal performance also improved, turned from a big loss in 2021 to a profit in 2022.
- 2) Strong performance of dealership and service center business in Malaysia and also improved dealership performance in Thailand.

- 3) Increase of profit sharing from associates and joint ventures from Baht 281 million in 2021 to Baht 452 million in 2022.

The year 2021 was a recovery year for the Company. The Company's profitability in 2022 improved significantly as could be seen from the Company's revenue growth of 35.2%, reaching Baht 28 billion and the net profit excluding the F/X at Baht 1,761 million compared to Baht 802 million in 2021 which is the highest to date according to the record of the Company.

The Company's total assets increased by Baht 2,747 million or 12.1% YoY, largely attributable to the increase of trade and other receivables, inventories, in line with higher sales, and right of uses. Account Receivables increased as the Company did not utilize the factoring facility from financial institutions on its accounts receivable but utilized the same in 2021. Total liabilities increased to Baht 1,632 million or 11.7% YoY due to the increase in the trade account payables. However, long-term loans and debentures decreased. Total shareholders' equity increased to Baht 1,115 million or 12.6% YoY due to an increase in net profit during the period.

The Company has continually obtained orders from customers. Average life cycle of passenger car is 5 years and for pick-up truck, which is our main product, is roughly 10-12 years. Normally the car's component of each model is supplied by a single supplier, which can guarantee that we will receive orders from the customers continually for the entire product life cycle of that model.

In line with AAPICO's vision to become a global OEM automotive part manufacturer, the Company, subsidiaries, and its partners currently operates in many countries including, manufacturing facilities in Thailand, China, Portugal, and India, dealership showroom and service facility in Malaysia, and offices in Singapore, UK, and Taiwan.

Major awards and achievements received from customers, partners, and government sector in 2022 include the followings:

- Received Thailand Sustainability Investment (THSI) Award 2022 and listed in THSI Index from the Stock Exchange of Thailand. This confirms that our operations take into account, environment, society, and corporate governance in all parts of the organization for 3 consecutive years.
- Achieved 5-star rating or "Excellent" score on Corporate Governance from Thai Institute of Directors (IOD) in collaboration with the Stock Exchange of Thailand (SET)
- Recognized in an "Outstanding Category" of the "Sustainability Model Organization in the Thai Capital Market for Supporting Persons with Disabilities" of the year 2022 from the Security and Exchange Commission
- Selected to be in ESG100 list in 2022 from Thaipat Institute. One in 100 companies in SET which is outstanding in ESG
- Received Top Supplier Awards 2022 from Auto Alliance (Thailand) Co., Ltd.
- Received Regional Supplier Quality Award 2022 from Nissan Motor Thailand
- Received Thailand Supplier Appreciation 2022 from BMW Group Thailand

- Tenaga Setia Resources, which is the company's subsidiary in Malaysia, received CEO Award - Elite Dealer and Top Sales Dealer from Honda
- AAPICO Precision Co., Ltd., the Company's subsidiaries, received Outstanding Service Provider and Supporting the Delivery of Ford Thailand's Products from Ford International Markets Group.
- Able Motors Co., Ltd., the Company's subsidiaries in Thailand, received Rookie Award 2021 from Mitsubishi Motors. (Received in Q1 2022, following Japanese Fiscal Year)
- MG Able Motors Co., Ltd., the Company's subsidiaries in Thailand, received 3rd best sales performance award and 3rd best accessory performance 2022 from SAIC Motor - CP Co., Ltd.
- AAPICO Motors Sdn. Bhd., the Company's subsidiaries in Malaysia, received 2022 Dealer Recognition Awards, which were Top 3 Marketing Excellence, Grand Award (Gold), and Top 5 Sale Growth
- AAPICO Motors (Temerloh) Sdn. Bhd., the Company's subsidiaries in Malaysia, received Top 3 Marketing Excellence from Proton Edar.

The Company has also focused on sustainable development. In 2022, the Company had reduced level of greenhouse gas (GHG) emission from the Company's production (scope 1 at 0.007, scope 2 at 0.078 and scope 3 at 0.436), reduced water usage by 43.07%, and reduced waste generated by 34.4% when comparing to the same level of production in 2021. The Company also started to implement the installation of the solar PV facility on the rooftop of factory, which already helped saving Baht 2.69 million in energy cost. For elevating quality of life or social part, in 2022, average training hour of employee per year increased to 7.38 hours. Although the injury frequency rate increased a little. However, the lost-time injury frequency rate has improved. The Company also supported and helped the communities. In 2022, over 900 households were financially supported and helped by the Company.

With regards to the enhancement of economic value, the Company received total of 17 awards and recognitions for good performance and sustainability which include the achievement of CG Score of "5-star" rating or at 90%. Approximately 93% of the Company's suppliers rated the Company as "A-graded" with customer satisfaction being rated at 90.24%. In addition, the company also had increased number of shareholders by 19% from 2021.

Additional details for the sustainability development have been described in the Company's 56-1 One Report which shareholders can scan from the QR code in the invitation letter, the Company's website, and SET's website. In addition, the Company has also declared the intention to join Private Sector Collective Action against Corruption (CAC) on February 14, 2022, which the Company has already submitted the assessment form and improving the Company's anti-corruption scheme in order to be certified by CAC in March 2023

The Company estimates the targeted revenue growth at around 10-15% for the year 2023 compared to 2022. The Company's targeted gross profit margin ranges between 10 to 12% and core net profit margin is expected to be better than 2022.

To sum up the Company's overall performance, Mr. Yeap viewed that the better result for the year 2022 of the Company was mainly attributable to the well performance of the Company's facilities in all countries. The growth of over 35% was well ahead of the industry's average growth and this year, the Company also expects to outperform the industry once again. Looking back to a few years of history, 2021 was considered a recovery year for the

Company from COVID. Then, 2022 was a good year. The year 2023 will be the best year for the Company and it will continue to be a growing Company in 2024.

Then, Mr. Wichian asked the Meeting if any shareholders have questions or concerns.

Mr. Worachai Santimongkolwit, asked Mr. Yeap how he sees the Company's growing in the year 2024 if the year 2023 is the best year for the Company?

Mr. Yeap expressed his opinion that the future cannot be accurately forecast. However, he believes that the year 2024 will continue to be a better year for the Company than that in 2023 because the trend of the Company in a short period is still an upward trend. Mr. Yeap further explained that he cannot disclose much regarding the business-related figures as it could be considered misleading the market. However, the Company has 5 years forecast in place for every financial year. The forecast for 1-2 years ahead tends to be accurate due to the high stability of the car industry and certain matters need to be pre-determined in order to support the business such as the arrangement of logistic matters, the import-export matters, etc.

Mr. Worachai further asked whether the Company's factories will continue to operate 24 hours a day, and 7 days a week?

Mr. Yeap explained that the Company generally operates on two shifts, twenty-four hours, but not always in full capacity. During a normal period, the Company operates on an average of 5.5 working days. This can be occasionally increased to 6 or 7 working days depending on the specific calculation on demand of each month.

Mr. Worachai further asked whether the Company had any plan to expand the factory?

Mr. Yeap replied that the Company is currently under almost full capacity in Thailand. So, if the demand continues to increase, the Company can expand by building a new factory and purchase new machines as necessary to take care of such increased demand. For other countries, China for instance, the factory is huge so, there are still a significant empty space available for expansion. In Portugal, the factory size is also available for a big capacity, but the demand in Europe has dropped recently so, there is no need for further expansion.

As there were no other questions from shareholders, Mr. Wichian then informed the Meeting that this agenda is for acknowledgement and continue with the next agenda.

Agenda 3 To consider and approve the audited financial statements for the fiscal year 2022 ended as of December 31, 2022 and the auditor's report

Board Opinion: The Company propose that the Meeting approve the audited financial statements for the fiscal year 2022 ended as of December 31, 2022, which were considered by the Audit Committee and audited by a certified public accountant.

Mr. Wichian asked the Meeting if any shareholders would like to raise any questions or concerns.

Mr. Chaichan Matipakdee asked why the total amount of Company's Account Receivables between the year 2021 and 2022 is significantly different?

Ms. Xin Rhu and Ms. Pocharee coordinately replied that the different came from two main reasons which are:

- 1) the Company did not utilize the factoring facilities with financial institutions on its Account Receivables in 2022 but utilized the same in 2021 at the total amount of Baht 500-600 million; and
- 2) the increased of the Company's sales volume in 2022 comparing to that in 2021

As there were no other questions from shareholders, Mr. Wichian requested the Meeting to vote by handing the voting cards for those who vote against or abstain. For this agenda, there were 213 shareholders attending and voting for this agenda, representing 205,027,291 shares.

After due consideration, the Meeting resolved that the audited financial statements for the fiscal year 2022 ended as of December 31, 2022, and the auditor's report be adopted and approved with the result as per below:

| | | | | | | |
|---------------|-------------|--------|-----|---------------|--------------|--------|
| Approved | 199,222,584 | Votes, | 193 | Shareholders, | representing | 97.17% |
| Not Approved | 5,526,047 | Votes, | 19 | Shareholders, | representing | 2.7% |
| Abstained | 278,660 | Votes, | 1 | Shareholders, | representing | 0.14% |
| Voided Ballot | 0 | Votes, | 0 | Shareholders, | representing | 0% |

Agenda 4 To acknowledge interim dividend payment and to consider and approve the dividend payment for the performance in the year 2022

The Company has a policy to pay a dividend of not less than 10% of net profit after taxes when the Company has profit. However, the decision regarding dividend payment is subject to future investment plans and other necessities as the Company deems appropriate in the future and must be in compliance with relevant laws regarding the dividend payment.

The Company reported that it has made an interim dividend payment in cash from the performance from January 1, 2022 to June 30, 2022 at the rate of Baht 0.58 per share, which is equal to a total amount of not exceeding Baht 205,808,366.96. For the full year 2022, the Company has net profit attributable to equity holders of Baht 1,824 million, and therefore proposes the dividend payment for the performance from July to December 2022 at the rate of Baht 0.96 per share, which is equal up to an amount of Baht 340,648,331.52. This will add up to a total dividend for the year 2022 at the rate of Baht 1.54 per share, representing a dividend payout ratio of 30% of the Company's net profit attributable to equity holders after taxes for the accounting period of January 1, 2022 to December 31, 2022 which is in line with the Company's policy. The details of the dividend payments policy and dividend payment in the past 5 years are shown in Enclosure No.2, notice of the Meeting which was sent to shareholders.

Board Opinion: The Company should propose that the Annual General Meeting of Shareholders approve the dividend payment for the performance during July 1, 2022 to December 31, 2022 at the rate of Baht 0.96 per share, totaling up to Baht 340,648,331.52, to shareholders whose name in the Share Register Book as at March 15, 2023 (Record Date). The dividend is scheduled for payment in cash on May 25, 2023.

Mr. Wichian asked the Meeting if any shareholders would like to raise any questions or concerns. As there were no comments from shareholders, Mr. Wichian then requested shareholders to vote by handing the voting cards for those who vote against or abstain. There were 216 shareholders attending and voting for this agenda, representing 205,027,744 shares.

After due consideration, the Meeting resolved that the Meeting acknowledge the interim dividend payment and the

dividend in form of cash for the performance during July to December 2022 as proposed by the Board of Directors be adopted and approved with the result as per below:

| | | | | | | |
|---------------|-------------|--------|-----|---------------|--------------|---------|
| Approved | 205,027,744 | Votes, | 216 | Shareholders, | representing | 100.00% |
| Not Approved | 0 | Votes, | 0 | Shareholders, | representing | 0% |
| Abstained | 0 | Votes, | 0 | Shareholders, | representing | 0% |
| Voided Ballot | 0 | Votes, | 0 | Shareholders, | representing | 0% |

Agenda 5 To consider and approve the appointment of director replacing the retired director by rotation

According to Clause 16 of the Company’s Articles of Association, one-third of total number of directors must retire from the office at the Annual General Meeting. If it is not possible to divide the total number of directors evenly by three, the number closes to one-third is applied. In choosing directors to retire, the directors who serve the longest years are the most eligible to retire. Nevertheless, the retiring directors are eligible for re-election.

For this Meeting, two directors to be retired from their positions are:

- 1) Mr. Wichian Mektrakarn Independent Director, Member of Audit Committee and Chairman of Risk Management Committee
- 2) Mrs. Vachira Na Ranong Independent Director, Member of Risk Management Committee and Member of Nomination and Remuneration Committee

The Company announced on the Company’s website to invite the shareholders to propose a person who is qualified to nominate to be the director of the Company including any other agendas during the period between September 30, 2022, and December 31, 2022. There were none of any shareholders proposing any agendas and nominating any qualified persons to be the directors.

Given this year’s retired directors competency, knowledge, and experience that would be beneficial to the Company, the Nomination and Remuneration Committee therefore proposed to re-appoint two directors to be the Company’s director for another term as follows:

- 1) Mr. Wichian Mektrakarn Independent Director, Member of Audit Committee and Chairman of Risk Management Committee
- 2) Mrs. Vachira Na Ranong Independent Director, Member of Risk Management Committee and Member of Nomination and Remuneration Committee

Board Opinion: The Board of Directors approve the proposal of the Nomination and Remuneration Committee and the Company propose the Meeting to re-elect two Company’s directors for another term as per the above details (Information relating to qualified candidates proposed for the appointment as director is provided in Enclosure No.4 attached to the notice of the Meeting which has already been sent to shareholders).

According to the application of good governance, the two candidates as proposed by the Board, who also attended this Meeting, left the meeting room, so that shareholders could fully exercise their voting rights. In this regard, Mr. Wichian assigned his duty to conduct the Meeting in this agenda to Ms. Suppapitch before leaving the meeting room.

Ms. Suppapitch asked the Meeting if any shareholders would like to raise any questions or concerns. As there were no comments from shareholders, Ms. Suppapitch then requested shareholders to vote by handing in the voting cards

for those who vote against or abstain. There were 216 shareholders attending and voting for this agenda, representing 205,027,744 shares.

After due consideration, the Meeting resolved that the appointment of directors replacing retired directors by rotation be adopted and approved with the result as per below:

5.1 Mr. Wichian Mektrakarn Independent Director, Member of Audit Committee and Chairman of Risk Management Committee

| | | | | | | |
|---------------|-------------|--------|-----|---------------|--------------|---------|
| Approved | 197,714,337 | Votes, | 191 | Shareholders, | representing | 96.43 % |
| Not Approved | 7,313,407 | Votes, | 25 | Shareholders, | representing | 3.57 % |
| Abstained | 0 | Votes, | 0 | Shareholders, | representing | 0% |
| Voided Ballot | 0 | Votes, | 0 | Shareholders, | representing | 0% |

5.2 Mrs. Vachira Na Ranong Independent Director, Member of Risk Management Committee and Member of Nomination and Remuneration Committee

| | | | | | | |
|---------------|-------------|--------|-----|---------------|--------------|---------|
| Approved | 203,581,144 | Votes, | 210 | Shareholders, | representing | 99.29 % |
| Not Approved | 1,446,600 | Votes, | 6 | Shareholders, | representing | 0.71 % |
| Abstained | 0 | Votes, | 0 | Shareholders, | representing | 0% |
| Voided Ballot | 0 | Votes, | 0 | Shareholders, | representing | 0% |

Then, Ms. Suppachit informed the Meeting to invite the two directors back to the meeting room to continue the Meeting with the remaining agendas.

Agenda 6 To consider and approve the remuneration of directors for the year 2023

The Nomination and Remuneration Committee has considered the remuneration of directors for the fiscal year 2023, considering the scope of responsibilities and performance of directors, the comparison of directors' remuneration of other listed companies engaged in the same business regarding the performance, business size, and directors' accountability.

Board Opinion: The Company propose that the Meeting approve the remuneration of directors and its committee for year 2023, with details as follows:

1. The annual remuneration of directors for the year 2023 for independent director at Baht 275,000 per person and the incremental remuneration for Chairman of Audit Committee at Baht 50,000 per person and member of Audit Committee at Baht 25,000 per person. This adds up to a total amount of not exceeding Baht 1,475,000.
2. The attendance fee of the Board of Directors' meeting at Baht 25,000 per person per meeting, the attendance fee of the Audit Committee meeting at Bath 20,000 per person per meeting, the attendance fee of the Nomination and Remuneration Committee meeting at Baht 15,000 per person per meeting, the attendance fee of the Risk Management Committee meeting at Baht 15,000 per person per meeting.
3. The incentive bonus for independent directors for the year 2023 at the rate of 0.2% of net profit attributable

to equity holders but not exceeding the amount of Baht 5 million.

| Directors' Remuneration | Year 2022 | Year 2023 | Change |
|--|--|--|---|
| 1. Annual Remuneration (per person / per year) | | | |
| Board of Directors - Independent Director | Baht 275,000 | Baht 275,000 | No change |
| Audit Committee - Chairman | Baht 50,000 | Baht 50,000 | No change |
| - Member | Baht 25,000 | Baht 25,000 | No change |
| 2. Attendance Fee (per person / per meeting) | | | |
| Board of Directors | Baht 20,000 | Baht 25,000 | + Baht 5,000 |
| Audit Committee | Baht 15,000 | Baht 20,000 | + Baht 5,000 |
| Nomination and Remuneration Committee | Baht 10,000 | Baht 15,000 | + Baht 5,000 |
| Risk Management Committee | Baht 10,000 | Baht 15,000 | + Baht 5,000 |
| 3. Incentive Bonus (for independent director as a group) | 0.2% of net profit attributable to equity holders but not exceeding Baht 3 million | 0.2% of net profit attributable to equity holders but not exceeding Baht 5 million | Maximum limit increased by Baht 2 million |

Mr. Yeap provided additional comments with regards to the proposal to increase of the incentive bonus for the independent directors that it is considered to be increased due to the Board's strong determination to work hard for the Company and overall, the Company did perform much better.

Mr. Wichian asked the Meeting if any shareholders would like to raise any questions or concerns. As there were no comments from shareholders, Mr. Wichian then requested shareholders to vote by handing the voting cards for those who vote against or abstain. There were 218 shareholders attending and voting for this agenda, representing 205,027,845 shares.

After due consideration, the Meeting resolved that the remuneration of directors and its committees for the year 2023 as proposed by the Board be adopted and approved with the result as per below:

| | | | | | | |
|---------------|-------------|--------|-----|---------------|--------------|--------|
| Approved | 203,598,475 | Votes, | 209 | Shareholders, | Representing | 99.3 % |
| Not Approved | 1,424,370 | Votes, | 8 | Shareholders, | representing | 0.69% |
| Abstained | 5,000 | Votes, | 1 | Shareholders, | representing | 0% |
| Voided Ballot | 0 | Votes, | 0 | Shareholders, | representing | 0% |

Agenda 7 To consider and approve the appointment of auditor and the auditor's remuneration for the year 2023

Under Section 120 of the Securities and Exchange Act B.E.2535, shareholders are asked to appoint the auditor and approve the auditor's remuneration on an annual basis. Shareholders can also appoint the same auditor as last year.

Board Opinion: The Company propose that the Meeting approve the appointment EY Office Limited as the Company's auditor to audit the financial statements for fiscal year 2023 ended as of December 31, 2023 and fix the

auditor’s remuneration at the amount not exceeding Baht 3,400,000 (three million and four hundred thousand baht). The list of auditors are the following.

- | | | |
|----|---------------------------------|------------------------------|
| 1. | Ms. Kosum Cha-em | C.P.A. Registration No. 6011 |
| 2. | Mr. Khitsada Lerdwana | C.P.A. Registration No. 4958 |
| 3. | Ms. Sineenart Jirachaikhuankhan | C.P.A. Registration No. 6287 |

Details of auditor and auditor’s remuneration is provided Enclosure No.5 of the notice of the Meeting to shareholders.

Mr. Wichian asked the Meeting if any shareholders would like to raise any questions or concerns. As there were no comments from shareholders, Mr. Wichian then requested shareholders to vote by handing the voting cards for those who vote against or abstain. There were 219 shareholders attending and voting for this agenda, representing 205,027,955 shares.

After due consideration, the Meeting resolved that the appointment of the auditor and the auditor’s remuneration as proposed by the Board be adopted and approved with the result as per below:-

| | | | | | | |
|---------------|-------------|--------|-----|---------------|--------------|--------|
| Approved | 204,980,095 | Votes, | 216 | Shareholders, | representing | 99.98% |
| Not Approved | 47,860 | Votes, | 3 | Shareholders, | representing | 0.02% |
| Abstained | 0 | Votes, | 0 | Shareholders, | representing | 0% |
| Voided Ballot | 0 | Votes, | 0 | Shareholders, | representing | 0% |

Agenda 8 To consider other business (if any)

Mr. Wichian informed the Meeting that the Company has invited shareholders to propose agendas to be included in the Meeting. However, there were no proposal from shareholders for this agenda.


Mr. Wichian then invited shareholders to raise any questions or comments.

The questions are as follows:

Mr. Somboon Boonwanich comments on the voting card to be improved as it has too little space on the card which is difficult to write on. Also, there are too many pages which makes the card look confusing.

The team acknowledges the recommendation for further improvement in the next meeting.

As there were no further questions or comments from shareholders, Mr. Yeap Swee Chuan then thanked all shareholders for their support and good feedback for the Company. The Chairman then declared the Meeting closed at 11:10 Hrs.

Sign 
 (Mr. Yeap Swee Chuan)
 Chairman of the Meeting

DIVIDEND PAYMENTS POLICY AND PROPOSED DIVIDEND PAYMENT

A) Reserve Fund

The Company had fully allocated its 10% legal reserves of the registered capital. Therefore, there should be no additional reserve required in the agenda of the shareholders' meeting.

B) Dividend Policy

The Company has a policy to pay dividend of not less than 10% of the Company's net profit after taxes. However, the decision for dividend payment is subjected to the future investment plans and other necessities as the Company deems appropriate in the future.

C) Dividend Payment

Considering the Company's performance for the fiscal year 2023, the Company reported net profit attributable to shareholders of Baht 1,610 million. Therefore, the Board of Directors considered to pay cash dividends amounted to Baht 1.65 per share for the fiscal year 2023 performance from January 1, 2023, to December 31, 2023, of totaling 354,842,012 shares, which is equivalent to but not exceeding Baht 585,489,319.80, representing the dividend payout ratio of 36.4% of the Company's net profit attributable to equity holders after taxes, which is in line with the Company's dividend policy.

During the year 2023, the Company has paid interim dividend on September 11, 2023, for the performance from January 1, 2023 to June 30, 2023, at the rate of Baht 0.70 per share, of totaling 354,842,012 shares, which is equivalent to but not exceeding Baht 248,389,408.40. The dividend payment at the rate of Baht 0.14 per share is derived from net profit which was subjected to tax exemption profit under the BOI privilege scheme and the dividend payment at the rate of Baht 0.56 per share is derived from net profit under Non-BOI.

Therefore, the remaining cash dividend of Baht 0.95 per share, was approved to be paid for the performance from July 1, 2023, to December 31, 2023, which is equivalent to but not exceeding Baht 337,099,911.40. The dividend payment at the rate of Baht 0.95 per share is derived from net profit under Non-BOI. The record date for determining the shareholders entitled to receive cash dividend (Record Date) is scheduled to be made on March 15, 2024. The payment of dividend will be made on May 24, 2024. The dividend payment in form of cash dividend is subject to a withholding tax at the rate specified by law and the Company would withhold all withholding tax from the cash dividend. However, the dividend payment is subjected to the shareholders' approval at the 2024 Annual General Meeting of shareholders.

Comparison of dividend payment in the past 5 years

| | 2019 | 2020 | 2021 | 2022 | 2023 |
|---|----------------------------|---------------|----------------|----------------|-----------------------|
| Net Profit (Loss) attributable to Shareholders (Baht) | -179,512,039 (Restated) | 147,764,296 | 1,023,968,320 | 1,823,647,699 | 1,610,435,331 |
| Number of Shares: | | | | | |
| - Ordinary Shares | 322,583,844 | 322,583,844 | 354,842,012 | 354,842,012 | 354,842,012 |
| - Treasury Shares | - | - | - | - | - |
| Annual Dividend Payment (Baht per share) | 0.36 | 0.25 | 0.94 | 1.54 | 1.65 |
| Total Amount of Dividend Payment (Annual) (Baht) | 113,976,411.84 | 80,645,961.00 | 333,551,491.28 | 546,456,698.48 | 585,489,319.80 |
| Dividend Payout Ratio (% of Net Profit after taxes) | N/A | 54.6% | 32.6% | 30% | 36.4% |

DEFINITION OF INDEPENDENT DIRECTOR

Independent Director: An independent director is a director who does not have any related business or work that may affect his or her independent decision. The Company has specified the qualification of Independent director in compliance with the regulation of the Office of Securities and Exchange Commission, which can be described as follows.

- 1) Shall not hold more than one-half (0.5) percent of the voting shares of the Company, its subsidiaries, associates, and major shareholders. Shares held by related persons of independent directors are also included for the purposes of this threshold calculation.
- 2) Shall not be or have been an executive director, employee, staff member, or advisor who receives a salary from the Company, its subsidiaries, associates, or major shareholders, or from a juristic person with a conflict of interest (unless this relationship ceased not less than two years prior to the date of becoming an independent director).
- 3) Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child, of the Company and its subsidiaries' executives (be they in nomination or currently in office) or major shareholders.
- 4) Shall not be or have been an auditor of the Company, its subsidiaries, associates, or major shareholders; and shall not be or have been a major shareholder of the audit firms of the Company, its subsidiaries, associates (unless this relationship ceased not less than two years prior to the date of becoming an independent director).
- 5) Shall not be or have been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the Company, its subsidiaries, associates, or major shareholders (unless this relationship ceased not less than two years prior to the date of becoming an independent director).
- 6) Shall neither have, nor ever have had, a business relationship with the Company, its subsidiaries, associates, or major shareholders; or have any relations that may limit the expression of free opinions about the Company's operations – unless the relationship ceased no less than two years prior to the date of becoming an independent director. The term “business relationship” refers to any normal business transactions in an amount greater than Baht 20 million, or more than 3% of net tangible assets after deducting the liabilities and equity of minority shareholders, whichever is lower.
- 7) Shall not be a director appointed as a representative of the Company's directors, major shareholders, or shareholders with a connection to the major shareholders.
- 8) Shall not operate or be part of businesses that operate in the same industry or in direct competition with the Company's operations; and shall not be a partner, director, management, employee, or advisor that receives regular wages from businesses that operate in the same industry or in direct competition with the Company's operations.
- 9) Shall be capable of performing duties, giving opinions, and reporting results of work performance according to the duties entrusted by the Board, independently and free from the control of the management or major shareholders of the Company.

INFORMATION OF THE NOMINATED PERSONS TO BE THE COMPANY'S DIRECTORS IN REPLACEMENT OF THOSE RETIRED BY ROTATION



Mr. Yeap Swee Chuan

President & CEO

The Chairman of the Board of Directors and Executive Director

Authorized Director

Age: 76 Years

Date of Appointment: 1 August 2002

Tenure (Term/Year): 22 years

AH Shareholding: Individual 13.68 % Spouse 9.86 %

Family Relationship with the other Directors and Executive Officers:

- Mrs. Teo Lee Ngo's spouse
- Ms. Yeap Xin Rhu's father

Education

- Bachelor's Degree, Technology (Industrial Management), 2005-2018 Chairman of Committee
Massey University, New Zealand *Malaysian-Thai Chamber of Commerce*

Training

- Director Certification Program (DCP103/2008),
Thai Institute of Directors (Thai IOD)
- Capital Market Academy Class 8 (CMA8),
The Stock Exchange of Thailand (SET)

Position(s) in Other Listed Companies:

2000-Present Independent Director,
Audit Committee,
Chairman of Nomination and
Governance Committee
Goodyear (Thailand) PLC

Experience

- 2017-Present Honorary Chairman
Malaysian-Thai Chamber of Commerce
- 2010-Present Vice Chairman
Peace Network of Thailand
- 2000-Present Independent Director,
Audit Committee,
Chairman of Nomination and Governance
Committee
Goodyear (Thailand) PLC
- 2002-Present Chairman of the Board of Directors and
Executive Director
- 1996-Present President and CEO
Authorized Director
AAPICO Hitech PLC
- 2010-2018 Committee, *Board of Trade of Thailand*

Position(s) in Non-Listed Companies:

2017-Present Honorary Chairman
Malaysian-Thai Chamber of Commerce

2010-Present Vice Chairman
Peace Network of Thailand

Meeting Attendance in 2023:

- Attended 4 out of 4 Board of Directors' Meeting
- Attended Annual General Meeting for the year 2023

Position(s) in Competitive Business in Relation to the Company's Business:

- None

Relationship or Interest with Company/ Subsidiary/ Associate/ Joint Venture or Related Parties with

Conflict in the Past 2 Years:

- Being Authorized Director

INFORMATION OF THE NOMINATED PERSONS TO BE THE COMPANY'S DIRECTORS IN REPLACEMENT OF THOSE RETIRED BY ROTATION



Mrs. Teo Lee Ngo
Executive Director
Authorized Director

Age: 74 Years
Date of Appointment: 1 August 2002
Tenure (Term/Year): 22 years

AH Shareholding: Individual 9.86 % Spouse 13.68 %

Family Relationship with the other Directors and Executive Officers:

- Mr. Yeap Swee Chuan's spouse
- Ms. Yeap Xin Rhu's mother

Education

- Bachelor of Commerce (Industrial and Business Management), *Nanyang University, Singapore*

Training

- None

Experience

- 2003-Present Authorized Director
AAPICO Forging PLC
- 2003-Present Authorized Director
AAPICO Plastics PLC
- 1996-Present Authorized Director
Executive Director
AAPICO Hitech PLC
- 1996-Present Authorized Director
Able Sanoh Industries (1996) Co., Ltd
- 1992-Present Authorized Director
AAPICO Amata Co., Ltd.

Position(s) in Other Listed Companies:

- None

Position(s) in Non-Listed Companies:

- None

Meeting Attendance in 2023:

- Attended 4 out of 4 Board of Directors' Meeting
- Attended Annual General Meeting for the year 2023

Position(s) in Competitive Business in Relation to the Company's Business:

- None

Relationship or Interest with Company/ Subsidiary/ Associate/ Joint Venture or Related Parties with Conflict in the Past 2 Years:

- Being Authorized Director

LIST OF AUDITORS AND DETAILS OF AUDITORS' FEES

The appointment of the auditor and the auditor's remuneration for the fiscal year 2024 ended December 31, 2024, shall be presented and approved in the Annual General Meeting of Shareholders for the year 2024.

With the consideration of the Audit Committee, the Board of Directors proposed to appoint EY Office Limited to be the Company's auditor for another term to audit the Company's financial statements for the fiscal year 2024 ended as of December 31, 2024. The list of auditors are as follows:

- | | |
|-------------------------------------|--|
| 1. Ms. Kosum Cha-em | C.P.A. Registration No. 6011 Auditor's tenure: 2 years, first nomination in 2023 (Be the signatory of the Company's financial statements for the 2 nd year) |
| 2. Mr. Khitsada Lerdwana | C.P.A. Registration No. 4958 Auditor's tenure: 8 years, first nomination in 2017 (Not be the signatory of the Company's financial statements) |
| 3. Ms. Sineenart Jirachaikhuan Khan | C.P.A. Registration No. 6287 Auditor's tenure: 3 years, first nomination in 2022 (Not be the signatory of the Company's financial statements) |

All three auditors possess the qualification which are not contrary to the requirements of the Stock Exchange of Thailand. In the event these auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. EY Office Limited has neither relationship nor interest with the Company, subsidiary companies, major shareholders, or person related to the aforementioned and have sufficient independence in auditing and providing opinion on the financial statements of the Company and its subsidiaries.

It is noted that not all subsidiaries of the Company are using the auditing service from EY Office Limited as some of these businesses are not complicated, and thus it is reasonable to use a local audit firm to be more cost effective. In this regard, the Board of Directors supervises to be able to prepare financial statements in accordance with the schedule.

The auditor's remuneration of the Company for the fiscal year 2024 ended as of December 31, 2024, is proposed at the amount not exceeding **Baht 3,400,000-** (Three Million Four Hundred Thousand Baht).

The comparative auditor's remuneration in the past 5 years

| AH | 2020 | 2021 | 2022 | 2023 | 2024 |
|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Audit Fee* (AH Only) | Not exceed Baht 3.40 million | Not exceed Baht 3.40 million | Not exceed Baht 3.40 million | Not exceed Baht 3.40 million | Not exceed Baht 3.40 million |
| BOI Review (per certificate) | Baht 110,000 | Baht 110,000 | Baht 110,000 | Baht 130,000 | Baht 130,000 |

Remark: Audit Fee includes service fee for the review of other information e.g. Form 56-1 One Report following the revised Thai Standard of Auditing No.720 as from the year 2017 onwards.

**DOCUMENTS AND EVIDENCE TO BE PRESENTED BY THE SHAREHOLDERS BEFORE
ATTENDING THE MEETING, GUIDELINES FOR APPOINTMENT OF PROXY, REGISTRATION
AND VOTING AT THE SHAREHOLDERS' MEETING**

Documents required prior to attending the Annual General Meeting of Shareholders for the year 2024 of AAPICO Hitech Public Company Limited are as follows.

1. Documents Required Prior to Attending the Meeting

For Natural Person

1. Self-Attending

Valid evidence issued by government authorities e.g. the identification card, governmental identification card, driver license or passport, including the evidence of name or last name's change (if any).

2. Proxy

- 2.1 One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the Shareholder and the Proxy.
- 2.2 Certified true copies of government authorities as specified in Item 1 of the Shareholder and the Proxy.
- 2.3 Valid evidence of the Proxy as specified in Item 1.

For Juristic Person

1. Representative of Shareholder (Authorized Director) Attending the Meeting

- 1.1 Valid evidence of the authorized director(s) issued by government authorities similar to those of natural person specified in Item 1.
- 1.2 Copy of Shareholder's Letter of Certification (Affidavit) issued by the Ministry of Commerce certified by the authorized director(s) has the authority to act on behalf of the Shareholder.

2. General Proxy

- 2.1 One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
- 2.2 Certified true copies of Shareholder's Letter of Certification certified by the authorized director(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.
- 2.3 Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form.
- 2.4 Valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in Item 1.

Note : The required documents are in accordance with the laws and the Company's Articles of Association. It's not a specific set of criteria.

2. Proxy Form

In accordance with the Notice of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550, the Proxy Form B is attached while the Proxy form A and the Proxy Form C can be downloaded from the company's website.

- ❖ **Proxy Form A** simple form.



Scan QR Code to download Proxy Form A.

- ❖ **Proxy Form B** specific details form.



Scan QR Code to download Proxy Form B.

- ❖ **Proxy Form C** used only for the foreign investors who authorize the Custodian in Thailand to take care of the shares being held.



Scan QR Code to download Proxy Form C.

Shareholder who is not able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete either the Proxy Form attached hereto or the other form mentioned above only one Proxy Form.
 - 1.1 If not Custodian, you can use either Proxy Form A or B.
 - 1.2 For foreign investors having Custodian in Thailand may use any one of three Proxy Forms (Form A or B or C).
2. Authorize a person to attend and vote in the meeting on your behalf by specifying the name with details of a person to be your Proxy or authorize an Independent Director of the Company by making a choice in front of a name of such Independent Director and completely fill the Proxy Form.
3. Affix the 20 Baht stamp duty and specify the date of Proxy across such stamp duty. For your convenience, the Company will provide the stamp duty to facilitate the Proxy when registration to attend the meeting.

Allocation of shares to several Proxies to vote in the meeting is not allowed. Shareholder shall authorize the Proxy to cast the votes for all of the shares being held. Authorization of less than the total number of shares is not allowed, **except the foreign investors whose names appear in the share register book who authorize the Custodian in Thailand to take care of the shares according to the Proxy Form C.**

3. Meeting Registration

The commencement for registration to attend the meeting will be not less than 1.30 hour before the meeting or from 08.30 Hrs. on Friday, April 26, 2024, at 10:00 Hrs. at **Arnoma room 2-3, 3rd Floor, Arnoma Grand Hotel Bangkok**, located at 99 Ratchadamri Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330.

4. Voting

Voting Regulation

1. A vote cast of each agenda shall be done by filling in the voting card, one share will count as one vote. The Shareholder or the Proxy must cast the vote by approving, disapproving or abstaining, only. Allocation of voting is not allowed (except for Custodian votes).

2. In case of Proxy

The Proxy shall solely vote in accordance with the authorization by the Shareholder as specified in the Proxy Form. Any casting votes not comply with the intentions of the Shareholder specified in the Proxy Form shall be considered as incorrect votes and not the votes of the Shareholder.

In case the Shareholder does not specify the authorization or the authorization is unclear or if the meeting considers or resolves any matter other than those stated in the Proxy Form, including any change or additional amendment to any fact, the Proxy shall be authorized to consider and vote such matter on behalf of the Shareholder as appropriate.

Voting Procedures

The Chairman shall inform the Meeting details of the voting procedures as follows:

1. The Chairman will propose the Meeting to have the vote in each agenda by asking time by time whether any Shareholder shall approve, disapprove or abstain.
2. When the Chairman asks as above, a voting by filling in the voting card will be made and the shareholder or proxy shall confirm such intention by filling the vote either for approval, disapproval or abstention (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form) for counting by the officers in a voting card provided to the Shareholder or the Proxy when registration. The Shareholder shall indicate its intention by checking ✓ in in the voting card.

Resolution of the Meeting

- ❖ General case: majority vote of the Meeting
- ❖ Other case which the laws or the Company's Articles of Association provided otherwise: the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each agenda.
 1. In case a tie of votes, the Chairman of the Meeting shall have a casting vote.
 2. Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave the Meeting, except for voting on election of the Directors.

Counting and Announcement of the Vote

Prior to the meeting, the Chairman shall inform that the counting of votes for each agenda shall be counted from the ballot marked by the Shareholder or the Proxy. Then the vote result of every agenda shall be informed to the Meeting after the adjournment.

THE COMPANY'S ARTICLE OF ASSOCIATION RELATING TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Chapter 4. Board of Directors

Section 14 The Company shall have a board of directors consisting of at least five directors and not less than half of whom shall have a residence in Thailand.

Section 15 The directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

- (a) each shareholder shall have a voting right equal to 1 share per 1 vote;
- (b) each shareholder may exercise all the votes he or she has under (a) to elect one or several persons as director or directors;
- (c) the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

Section 16 At every annual ordinary meeting, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third, but not exceeding one-third, shall vacate. A director who vacates office may be re-elected.

The directors vacating from office in the first and second years after the registration of the Company, if not provided otherwise, shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate

Section 17 In addition to vacating office upon the termination of the term, the director shall vacate office upon:

- (a) death;
- (b) resignation;
- (c) being disqualified or being under any of the prohibitions under the Public Company Act and the laws governing securities and stock exchange;
- (d) removal by a resolution of the meeting of shareholders under Section 19;
- (e) removal by a court order.

Section 18 Any director wishing to resign from office shall submit his or her resignation letter to the Company and the resignation shall be effective from the date on which the Company receives the resignation letter. A director who has resigned under paragraph one may also notify the Registrar for the resignation.

Section 19 The meeting of shareholders may pass a resolution removing any director from office prior to vacancy as a result of the termination of the term of office of the director, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Section 20 In the case of a vacancy in the board of directors for reasons other than the termination of the term of office, the board of directors shall elect a person who has the qualifications and is not being under any of the prohibitions under the laws as the substituted director at the next meeting of the board of directors, unless the

remaining term of office of the said director is less than two months. The substituted director shall be in the office only in the remaining term.

The resolution of the board of directors under paragraph one shall be by a vote of not less than three-fourths of the number of directors remaining.

Section 21 The director may be a shareholder of the Company.

Section 22 The director is entitled to receive remuneration from the Company as approved by the Shareholders Meeting.

Section 23 The board of directors shall elect one director to be the Chairman.

The board of directors may consider electing one or more directors to be the vice chairman. The vice chairman shall have duties as stipulated in the Articles of Association for the matters assigned by the Chairman.

Section 24 At the meeting of the board of directors, a quorum shall consist of not less than half (1/2) of directors, who shall be attended in person and the Chairman of the board of directors shall serve as the chairman of the board of directors' meeting. In case that the Chairman is unable to attend the meeting or unable to perform his or her duty, if there is vice chairman present, the vice chairman shall preside over the meeting. In case that the vice chairman is also unable to attend the meeting or unable to perform his or her duty, the directors present shall elect one among themselves to preside over the meeting.

The resolution of the board of directors' meeting shall be adopted by a majority vote of directors present. Each director has one vote. Except for the directors who have vested interest in that matter, the vote from that director shall not be included. In the event of equality of vote for a resolution, the chairman of the meeting shall have an additional vote as a casting vote.

Section 25 In calling a board meeting, the Chairman or assigned person shall send the notice of the board of directors' meeting to directors at least seven (7) days prior to the date of the meeting. Except for the event of urgent matters to protect the rights and for the best interests of the Company, a meeting may be called and notified to all directors by other means of communication at a shorter period of notice.

Section 26 The Board of Directors shall be responsible for business transactions of the Company and have a duty to comply with laws and regulations and the Company's Articles of Association, as well as the resolution of the general meeting of shareholders.

The Board of Directors may delegate to one person or several people to perform any tasks on behalf of the Board of Directors.

Two directors shall sign and stamp with the Company's seal for binding the Company. The Board of Directors has to power to determine the name of authorized directors to bind the Company.

Section 27 Directors shall not involve in the operation in a manner similar to that of the business of the Company and in the competition with the Company or be a partner in a partnership or a partner with unlimited liability in a limited partnership or be a director of any Company limited or public Company limited that operates

in a manner similar to that of the business of the Company and in the competition with the Company, unless with a notice to the meeting of shareholders prior to the appointment of such director.

Section 28 Directors must notify the Company without delay in the event that a director has an interest in any contract made by the Company or in the case that number of shares or debentures held by director in the affiliates increased or decreased.

Section 29 The board of directors shall meet at least once every three (3) months.

Chapter 5. Shareholders Meeting

Section 30 The Board of Directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Shareholders' meeting other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may convene an extraordinary general meeting of shareholders any time the Board considers it expedient to do so.

One or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold or may, by subscribing their names to a notice, request the Board of Directors to convene an extraordinary meeting of shareholders at any time, but the subjects and reasons for calling such meeting shall be clearly stated in the notice. In such request, the Board of Directors must arrange a meeting of shareholders to be held within forty-five (45) days as from the date that the notice of shareholders is received.

In the case that the Board of Directors fail to arrange the shareholders' meeting within a period specified in the third paragraph, shareholders who have subscribed their names or other shareholder(s) holding shares in aggregate as prescribed by law, may convene a shareholders' meeting within forty-five (45) days as from the end of the period specified in the third paragraph. Such shareholders' meeting shall be considered a meeting convened by the Board of Directors and the Company shall be responsible for all necessary expenses arising from the arrangement of such shareholders' meeting and provide any reasonable facilitation.

In the case where, at the shareholders' meeting convened by shareholders under the fourth paragraph, the number of shareholders attending the meeting does not constitute a quorum as prescribed under the Company's Articles of Association, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement of such shareholders' meeting to the Company.

Section 31 In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

The place of the meeting under paragraph one shall be in the locality in which the head office of the Company is located or other place as determined by the board.

Section 32 In a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders

and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Section 33 The chairman of the board shall preside over the meetings of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

Section 34 A resolution of the meeting of shareholders shall be made by the following votes:

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) in the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the Company, the authorization of the management of the business of the Company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing
 - (d) Amendment to the Memorandum of Association or the Articles of Association;
 - (e) increase or decrease of the Company's capital;
 - (f) dissolution of the Company;
 - (g) Amalgamation or merger;

Section 35 The following issues shall be transacted in the Annual General Meeting:

- (a) The Board of Directors' report of past operation;
- (b) Approval of the balance sheets and the profit and loss account and report of the auditor thereon for the preceding fiscal year;
- (c) Payments of dividend, and legal reserve allocation;
- (d) Appointment of new directors to replace those whose terms are expired and fixing the remuneration of the directors;
- (e) Appointment of an auditor and fixing his/her remuneration;
- (f) Other businesses (if any).

Chapter 6. Accounts and Reports

Section 36 The fiscal year of the Company shall begin from January 1 and end on December 31 of every year.

Section 37 A Board of Directors must have a balance sheet prepared at least once for every twelve-month interval i.e. at the end of the fiscal year of the Company. The balance sheet must contain a summary of assets and liabilities of the Company and a profit and loss statement for the Company's fiscal year.

Section 38 A Board of Directors must prepare a balance sheet and a profit and loss statement as of the end of the fiscal year to present the shareholders at the Annual General Meeting for approval. The board shall procure the auditor to certify the balance sheet and the profit and loss statement prior to presentation to the shareholders meeting.

Section 39 The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for an annual ordinary meeting:

- (1) copies of the balance sheet and the profit and loss statement which have been examined by the auditor, together with the audit report of the auditor;
- (2) the annual report of the Board of Directors with the documents showing particulars

Section 40 Dividends shall not be paid other than out of profits. In the case where the Company still has an accumulated loss, no dividends shall be paid.

Dividends shall be distributed according to the number of shares

The Board of Directors may from time to time pay to the 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 the shareholders at the next meeting of shareholders.

Payment of dividends shall be made within one month as from the date of the resolution of the meeting of shareholders or of the meeting of the board of directors, as the case may be and the shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

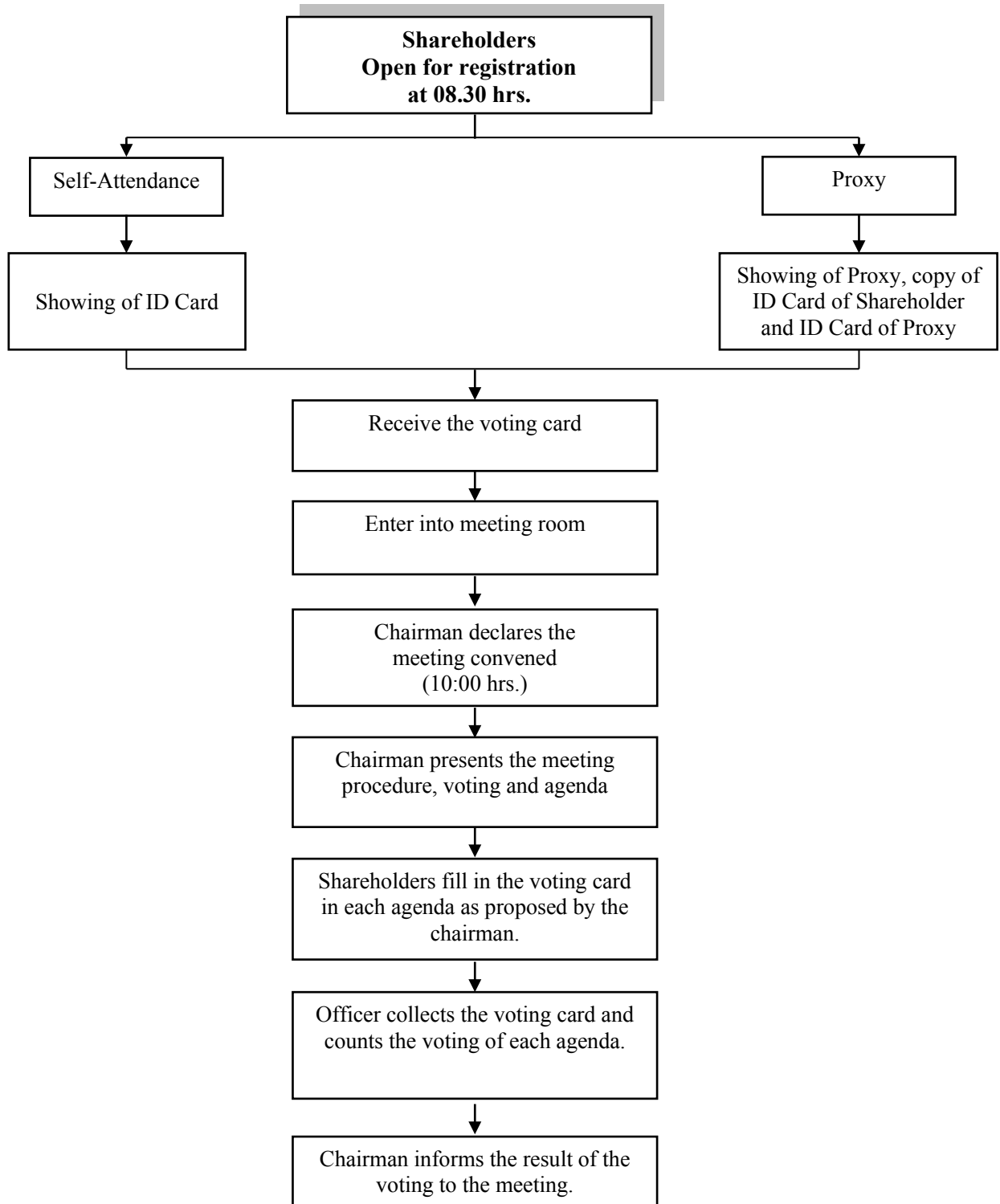
Section 41 The Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital. Upon approval of the shareholders meeting, the Company may transfer the reserve fund under paragraph 1 and the premium of the shares, respectively, to compensate the retained loss of the Company.

Section 42 The auditor shall not be a director, staff, employee or person holding any position or having any duty in the Company.

Section 43 The auditor has the power to examine the accounts, documents and any other evidence relating to the revenues and expenditures including the property and debts of the Company during the working hours of the Company. In this regard, the auditor shall also have the power to interrogate the directors, staff, employees, persons holding any position or having any duty in the Company and agents of the Company, including directing them to clarify any matter or to deliver documents or evidence in connection with the operation of the business of the Company.

Section 44 The auditor has the right to present a written explanation to the meeting of shareholders and has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss account and the problems relating to the accounts of the Company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at that meeting of shareholders.

**FLOW CHART OF THE ANNUAL GENERAL MEETING
AAPICO HITECH PUBLIC COMPANY LIMITED
FRIDAY, APRIL 26, 2024**



INFORMATION OF THE INDEPENDENT DIRECTORS PROPOSED BY THE COMPANY TO BE PROXIES

MR. KENNETH NG

Independent Director

Chairman of Audit Committee

Chairman of Nomination and Remuneration Committee

Age: 54 Years

Date of Appointment: December 1, 2008

Year in Position: 15 Years (From December 1, 2008 - April 2024)

AH Shareholding: None (Individual : None, Spouse : None)

Address: NT Asset (Thailand) Limited

179 Bangkok City Tower, Floor 18, South Sathorn Road, Bangkok 10120



Education:

- Bachelor of Sciences (Honor), Biotechnology, King’s College, London University, United Kingdom
- Qualified Chartered Accountant, Institute of England & Wales, United Kingdom

Training:

- Director Certification Program (DCP189/2014), *Thai Institute of Directors (Thai IOD)*

Work Experience in the Past 5 Years:

2015 – Present Commissioner
PT Catur Sentosa Adiprana, Indonesia

2013 – Present Director, *Playground 360 Co., Ltd.*

2008 – Present Independent Director
Chairman of Audit Committee
Chairman of Nomination and Remuneration Committee
AAPICO Hitech PLC

2005 – Present Director, *KNKN Co., Ltd.*

2005 – Present Director, *NT Asset (Thailand) Co., Ltd.*

2018 – 2020 Chairman of the Board
Holmusk, Singapore

2016 – 2019 Independent Director, *Pushfor*

- Attended 4 out of 4 Audit Committee Meeting
- Attended 1 out of 1 Nomination and Remuneration Committee Meeting
- Attended Annual General Meeting for the year 2023

Position(s) in Other Listed Companies on The Stock Exchange of Thailand:

- None

Position(s) in Competitive Business in Relation to the Company’s Business:

- None

Relationship or Interest with Company/ Subsidiary/ Associate/ Joint Venture or Related Parties with Conflict in the Past 2 Years:

- Not being director participating in the management, employee, or advisor receiving regular salaries
- Not being professional service provider (such as auditor or legal consultant)
- Not having significant business relationship that may hinder the independent performance

Position(s) in Other Companies:

2015 – Present Commissioner
PT Catur Sentosa Adiprana, Indonesia

Position(s) in Non-Listed Companies:

2013 – Present Director, *Playground 360 Co., Ltd.*

2005 – Present Director, *KNKN Co., Ltd.*

2005 – Present Director, *NT Asset (Thailand) Co., Ltd.*

Meeting Attendance in 2023:

- Attended 4 out of 4 Board of Directors’ Meeting

Interest in the Proposed Agenda:

- Have vested interest in the agenda for the Directors’ Remuneration.

INFORMATION OF THE INDEPENDENT DIRECTORS PROPOSED BY THE COMPANY TO BE PROXIES

MR. WICHIAN MEKTRAKARN

Independent Director
Member of Audit Committee
Chairman of Risk Management Committee



Age: 70 Years
Date of Appointment: April 27, 2015
Year in Position: 9 Years (From April 27, 2015 - April 2024)
AH Shareholding: Individual : 0.01 %, Spouse : None

Address: 542/3 Soi Ramkhamhaeng 39 (Thep Lela 1), Wangthonglamng, Bangkok 10310

Education:

- Bachelor of Science in Electrical Engineering (Honor), California State Polytechnic University, Pomona, USA

Training:

- IT Governance and Cyber Resilience Program (ITG 13/2020),
Thai Institute of Directors (Thai IOD)
- Advance Audit Committee Program (ACCP 36/2020),
Thai Institute of Directors (Thai IOD)
- Ethical Leadership Program (ELP 12/2018),
Thai Institute of Directors (Thai IOD)
- Role of Chairman (RCP40/2017),
Thai Institute of Directors (Thai IOD)
- Board that Makes the Difference (BMD3/2016),
Thai Institute of Directors (Thai IOD)
- Director Certification Program (DCP107/2008),
Thai Institute of Directors (Thai IOD)
- Capital Market Academy Class 8 (CMA8)
The Stock Exchange of Thailand (SET)
- Advance Certificate Course in Politics and Governance in Democratic Systems for Executives Class 17, *The College of Politics and Governance, King Prajadhipok's Institute*
- Advance Executive Program, *Kellogg School of Management, Northwestern University, USA*
- Mini MBA for Shinawatra Executives, *Chulalongkorn University*
- Advanced Technical in Microwave, *California State University, Northridge*

Work Experience in the Past 5 Years:

- 2019 – Present Chairman of Audit Committee
Thanachart Insurance PLC
- 2016 – Present Director
Member of Executive Committee
Member of Nomination and Remuneration Committee
Pruksa Holding PLC
- 2015 – Present Independent Director,
AAPICO Hitech PLC
- 2015 – Present Chairman of the Board of Directors,
Aira & Aiful PLC
- 2014 – Present Director,
Thanachart Insurance PLC
- 2014 – 2019 Member of Audit Committee,
Thanachart Insurance PLC

Position(s) in Other Companies:

- 2019 – Present Chairman of Audit Committee
Thanachart Insurance PLC
- 2015 – Present Chairman of the Board of Directors
Aira & Aiful PLC
- 2014 – Present Director
Thanachart Insurance PLC

Meeting Attendance in 2022:

- Attended 4 out of 4 Board of Directors' Meeting
- Attended 4 out of 4 Audit Committee's Meeting
- Attended 2 out of 2 Risk Management Committee's Meeting
- Attended Annual General Meeting for the year 2023

Position(s) in Other Listed Companies on The Stock Exchange of Thailand:

2016 – Present Director

Member of Executive Committee

Member of Nomination and Remuneration Committee

Pruksa Holding PLC

Position(s) in Competitive Business in Relation to the Company's Business:

- None

Relationship or Interest with Company/ Subsidiary/ Associate/ Joint Venture or Related Parties with Conflict in the Past 2 Years:

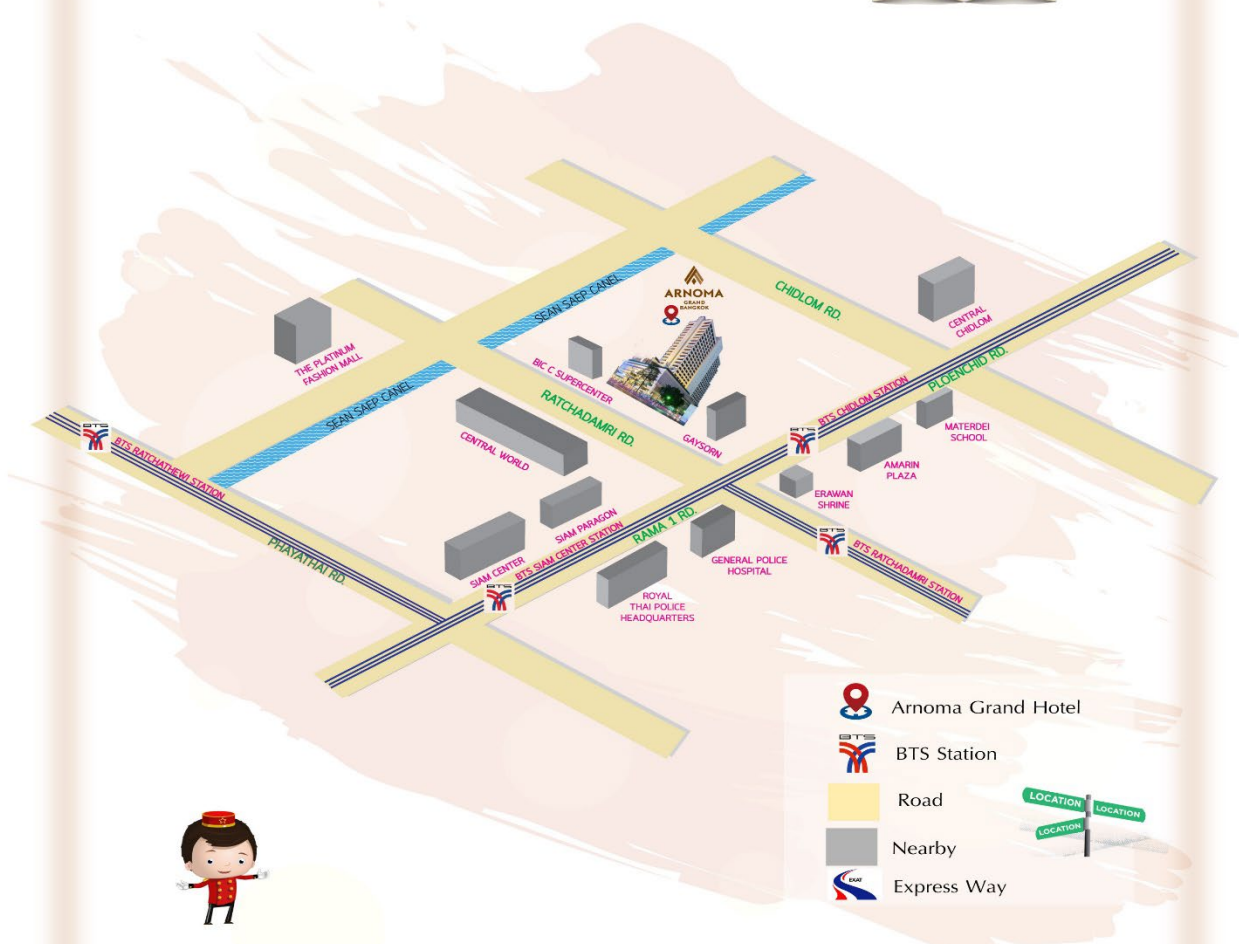
- Not being director participating in the management, employee, or advisor receiving regular salaries
- Not being professional service provider (such as auditor or legal consultant)
- Not having significant business relationship that may hinder the independent performance

Interest in Proposed Agenda:

- Have vested interest in the agenda for the Directors' Remuneration.

**MAP OF THE MEETING LOCATION FOR
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE YEAR 2024
AT ARNOMA GRAND HOTEL BANGKOK
99 RATCHADAMRI ROAD, LUMPHINI SUB-DISTRICT,
PATHUMWAN DISTRICT, BANGKOK 10330**

Hotel Map Arnoma Grand Hotel



Arnoma Grand Hotel (Opposite Central World)
Chitlom Station Exit 6 / Express Way Exit Phoenchit Nue
99 Ratchadamri Road, Pathumwan, Bangkok 10330, Thailand
For more information Tel. 02-655-5555 Ext. 7551-7554
Fax. 02-255-7114 E-mail bqsale@arnoma.com

PRIVACY NOTICE FOR ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

AAPICO HITECH PUBLIC COMPANY LIMITED (hereinafter called the “**Company**”) recognize the importance of the personal data protection for our shareholders, authorized person, and proxy (collectively, from time to time, referred to as “**Participants**”). The Company, therefore, has set out policies, rules, and regulations regarding the personal data protection measures to assure that the personal data provided to the Company will be processed in accordance with purposes under this Privacy Notice and not contrary to the laws.

The Company would like to inform, under this Privacy Notice, of the details regarding the collection, use and disclosure of Participants’ personal data (collectively referred to as the “**processing**” or “**processed**” or “**process(es)**” as the case may be) as well as the legal rights in connection with the personal data, and contact information regarding the same as follows:

1. **Purposes and lawful basis for processing personal data**

The Company may process Participants’ personal data under the lawful basis for the purposes as follows:

1.1 **Legal Obligation Basis**

- (a) For management of shareholders registration including for issuing shareholders’ authorized person or proxy, and other relevant activities e.g., calling and convening the shareholders’ meeting, verifying identity of the Participants, delivering relevant documents, making payment of dividend to shareholders, and carrying out any action required under the laws related to public company, the securities and exchange commission, and other relevant laws.
- (b) For compliance with legal obligations, orders of the competent authorities or any competent official so as to comply with the summon order, court injunction, legally order provided by police officers, prosecutors, government authorities and for reporting or disclosing any information to related government bodies or independent entities.

1.2 **Legitimate Interests Basis**

- (a) For convening and participating the Company’s general meeting as well as organizing all activities which happen during such meeting e.g., the registration of Participants, the record of resolution of the meeting, determination of the meeting quorum and any other activities of the same manner.
- (b) For recording pictures, audio and video during the meeting to be used for preparing the minutes of the meeting, promoting Company’s affairs on Company’s communication channels, and for the security of the Participants.
- (c) For issuing the newsletter regarding any investor relation activities to be arranged for shareholders as deem appropriate by the Company
- (d) For being the database to provide the shareholders with rights and benefits as Company’s shareholders e.g., the right to subscribe the IPO shares of the Company or companies under the group, etc.

2. The personal data that may be processed by the Company

“Personal Data” means any information relating to a person which enables the identification of such person, whether directly or indirectly, but not including the information of deceased persons in particular.

“Sensitive Personal Data” means any information relating to a particular person which is sensitive and presents significant risks to the person’s fundamental rights and freedoms, which includes data regarding racial or ethnic origin, political opinions, cults, religious or philosophical beliefs, sexual behavior, criminal records, health data, disabilities, trade union information, genetic data, biometric data, or any data which may affect the data subject in the same manner.

For the Company to proceed in accordance with the purposes as mentioned above, the Company shall collect Participants’ personal data include name-surname, age, date of birth, national identification number, passport number, taxpayer identification number, securities holder registration number, deposit account number (used for receiving the dividend payment), contact information, such as home address, workplace, phone number, fax number, email, IP address, voice recording, picture, video and other information in the same manner.

In case of appointment of an authorized person or proxy to attend the shareholders meeting, the Company will process the received personal data in accordance with this Privacy Notice. Shareholders are obligated to ensure that each of them possesses the right to allow the Company to process such personal data, to seek for data subject’s consent (if legally required), and to notify the data subject of this Privacy Notice.

It is necessary that the Company collects the afore-mentioned personal data to act in accordance with laws related to listed company, including the applicable agreements, or other status including acting in compliance with the purpose set out in this Privacy Notice. Refusal to provide any such personal data may result in Company’s unable to facilitate the benefits that should be entitled to as the shareholders of the Company (if any).

Note: Any identification documents submitted to the Company, such as copy of national ID card or other official documents may contain sensitive personal data, e.g. race, blood type, religion which are not required for the purpose of holding the shareholders meeting. The Company requested Participants to blacken out those sensitive personal data prior to submitting those documents to the Company. In case the Company receives documents containing such sensitive personal data, the Company reserves the right to blacken out those sensitive data, and in such case, the Company shall be deemed not having collected any such sensitive personal data from the submitted documents.

3. Sources of Personal Data

The Company shall collect Participants’ personal data directly from each of Participant and/or may obtain it from securities registrar in case of the shareholders’ personal data, such as Thailand Securities Depository Co., Ltd. (TSD), only when necessary, through methods that are in compliance with legal requirements. In this regard, as the Company may take photos, record audio, and video in the area of the shareholders meeting event, the Participants may appear in some photos and/or video recordings and Participants’ voice may be recorded.

4. Disclosure of Personal Data

For the Company to proceed in accordance with the purposes as prescribed under this Privacy Notice, the Company may have to disclose the personal data to the outsiders e.g., government authorities, regulators or other authorities as prescribed by laws, including the competent officers utilizing power under any applicable laws such as judges, police, the Securities and Exchange Commission, revenue department, agencies, contractors, subcontractors, and/ or other service providers providing any operation to the Company, for example, the organizers facilitating related services to the shareholders, as well as auditors, attorney at law, legal consultant, financial institutes appointed as financial advisor, banks responsible for any payment to the shareholders, registrar of shareholders, etc.

5. Duration of the personal data retention

The Company shall retain Participants' personal data as long as it is necessary for the purposes of collecting, use or disclosure such personal data set out in this Privacy Notice. The criteria for establishing the retention period are the duration so long as the rights and obligations between the Company and the Participants will still be legally valid, and may further retaining the personal data as necessary period in order to comply with applicable law or within legal prescription for establishing of right to legal claim, to comply with or to exercise the right to legal claim or to raise against any right to legal claim for other courses as specified in the internal policy of the Company. The Company shall take appropriate actions to erase, destroy, or anonymize the personal data when it is no longer necessary.

6. Participants' rights related to the personal data

As the owner of personal data, the Participants have legal right as prescribed in the Personal Data Protection Act B.E 2562. The Participants can exercise the rights in accordance with terms specified under Clause 7 of this Privacy Notice and will be able to exercise any right as follows:

- (a) Right to withdraw consent which the Company obtained from Participants for any of particular purpose. However, any consent which was obtained earlier for other purposes shall not be affected.
- (b) Right to access: to request access to and obtain a copy of the personal data related, including to request the disclosure of the acquisition of the personal data obtained without his or her consent.
- (c) Right to rectification
- (d) Right to erasure
- (e) Right to restriction of processing
- (f) Right to data transfer
- (g) Right to object
- (h) Right to lodge complaint in connection with the process of the personal data

The exercise of the above rights may be restricted under relevant laws, and it may be necessary for the Company to deny or not be able to carry out the requests, e.g., to comply with the laws or court orders, public tasks, request in breach of rights or freedom of other persons, etc. If the Company denies the request, the Company will duly inform the reason.

7. How to contact the Company for the personal data related matter

In case having any suggestions or inquiries regarding the processing of the personal data, as well as a request to exercise the rights under Clause 6, Participants may contact the Company via the following channels:

AAPICO HITECH Public Company Limited

Address: 99 Moo 1, Hitech Industrial Estate, Tambol Ban lane, Amphur Bang Pa-in, Ayutthaya, Thailand 13160

Email: data_info@aapico.com

Tel: (66 35) 350-880

8. Amendment of this Privacy Notice

The Company may amend and update this Privacy Notice from time to time and will publish such amendment (if any) via website of the Company and/or inform the same in the general meeting invitation letter and/or through the Stock Exchange of Thailand newsletter channel and/or via the provided email address. If it is necessary to receive consent, the Company will also request for such consent too.

QR code for download form 56-1 One Report year 2023 (Annual report) and Financial Statements for the year 2023



**แบบแสดงรายการประจำปี 56-1
(ฉบับภาษาไทย)**



**Form 56-1 One Report year 2023
(English version)**



**งบการเงินประจำปี 2566
(ฉบับภาษาไทย)**



**Financial Statements year 2023
(English version)**

**หนังสือมอบฉันทะ แบบ ข.
Proxy Form B**

- กรุณาลงนามใน **หน้า 47 และหน้า 49** พร้อมทั้งแนบสำเนาบัตรประชาชน หรือหนังสือเดินทาง (สำหรับชาวต่างชาติ) ซึ่งรับรองสำเนาถูกต้องแล้ว ของทั้งผู้มอบฉันทะและผู้รับมอบฉันทะ
Please sign your name on **page 47 and 49** and attach a certified copy of I.D. card or passport (in case of foreigner) of both the Proxy Grantor and the Proxy Holder.
- กรุณาแนบเอกสารการมอบฉันทะชุดนี้ส่งกลับคืนบริษัทฯ ทั้งฉบับ
Please return/bring the entire set of proxy form together.
- ในกรณีที่ท่านต้องการให้ผู้รับมอบฉันทะออกเสียงแทนท่านตามที่ผู้รับมอบฉันทะเห็นสมควรในวาระการประชุมใดๆ โปรดกาเครื่องหมาย [x] หน้าหัวข้อ หรือระบุความประสงค์ของท่านตามหัวข้อวาระต่าง ๆ อย่างชัดเจน
If you wish to assign your proxy to cast the vote on your own behalf at the proxy's own discretion in respect of any agenda, please tick [x] in the box or else specify your vote clearly in respect of any agenda.
- ในกรณีมอบฉันทะให้กรรมการอิสระของบริษัทฯ เข้าร่วมประชุมและออกเสียงแทน โปรดส่งหนังสือมอบฉันทะและเอกสารประกอบการตามเอกสารแนบลำดับที่ 6 มอบฉันทะมายังบริษัทฯ ตามที่อยู่ด้านล่าง ก่อนวันที่ **24 เมษายน พ.ศ. 2567**

บริษัท อابیโก ไฮเทค จำกัด (มหาชน)

ห้อง 100/11 ชั้น 9 (Low Zone) ตึกสาทรนคร ทาวเวอร์

เลขที่ 100 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพมหานคร ประเทศไทย 10500

In the case that shareholders appoint independent directors to be the proxy, please send back the required documents as described in Enclosure no. 6 along with the completed proxy form to the Secretary of the Board of Directors at the following address prior to **April 24, 2024**.

AAPICO Hitech Public Company Limited
Unit 100/11, 9th Floor (Low Zone), Sathorn Nakorn Tower,
100 North Sathorn Road, Silom, Bang Rak, Bangkok, Thailand, 10500

หนังสือมอบฉันทะ แบบ ข.

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจน) ทำยประกาศกรมพัฒนาธุรกิจการค้า
เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

อากร
แสตมป์
20 บาท

Proxy Form B

(Specific Details Form) According to Regulation of Department of Business Development Re: Form of Proxy (No.5) B.E.2550

เขียนที่

Written at

วันที่.....เดือน.....พ.ศ.....

Date

(1) ข้าพเจ้า.....สัญชาติ.....

I/We.....Nationality.....

อยู่บ้านเลขที่/อาคาร.....ถนน.....

Residing at No./Building.....Road.....

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Tambol/Subdistrict.....Amphur/District.....Province.....Postal Code.....

เป็นผู้ถือหุ้นของ.....บริษัท อ-apiโก ไฮเทค จำกัด (มหาชน).....

Being a shareholder of.....**AAPICO HITECH PUBLIC COMPANY LIMITED**.....

โดยถือหุ้นสามัญจำนวนรวมทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Holding the total number of.....ordinary shares and entitled to.....votes

(2) ขอมอบฉันทะให้ I/We hereby appoint

- (1) นายเคนเนต อึ้ง อายุ 54 ปี อาศัยอยู่บ้านเลขที่ 179 อาคารบางกอกซิตี ชั้น 18 ถนนสาทรใต้ กรุงเทพฯ 10120 หรือ
Mr. Kenneth Ng, Age 54 years, residing at 179 Bangkok City Tower, 18th Floor, South Sathorn Road, Bangkok 10120 or
- (2) นายวิเชียร เมฆตระการ อายุ 70 ปี อาศัยอยู่บ้านเลขที่ 542/3 ซอยรามคำแหง39 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพฯ 10310
หรือ **Mr. Wichian Mektrakarn, Age 70 years, residing at 542/3 Soi Ramkhamhaeng 39, Wangthonglarn Bangkok 10310 or**
- (3)อายุ.....ปี
.....Age.....years

อยู่บ้านเลขที่/อาคาร.....ถนน.....

Residing at No./Building.....Road.....

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Tambol/Subdistrict.....Amphur/District.....Province.....Postal Code.....

- (4)อายุ.....ปี
.....Age.....years

อยู่บ้านเลขที่/อาคาร.....ถนน.....

Residing at No./Building.....Road.....

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Tambol/Subdistrict.....Amphur/District.....Province.....Postal Code.....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน พ.ศ. 2567 เวลา 10:00 น. ณ ห้องอโนมา 2-3 ชั้น 3 โรงแรมอโนมา แกรนด์ กรุงเทพฯ ตั้งอยู่เลขที่ 99 ถนนราชดำริ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

So that anyone of the above be my proxy to attend and vote in my behalf at the **Annual General Meeting of Shareholders for the year 2024**, which will be held on **Friday, April 26th, 2024, at 10:00 Hrs.** at Anoma Room 2-3, 3rd Floor, Anoma Grand Bangkok Hotel, located at 99 Ratchadamri Rd, Lumpini, Pathum Wan, Bangkok 10330 or on the date and at the place as may be postponed or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณานุมัติรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566

Agenda 1 To Consider and Approve the Minutes of the 2023 Annual General Meeting of shareholders

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder is entitled to consider and vote on and by my/our behalf as deemed appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my/our intention as follows:
 - เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstained

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2566

Agenda 2 To Acknowledge the Company's Performance for the fiscal year 2023

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี 2566 สิ้นสุด ณ วันที่ 31 ธันวาคม 2566 และรายงานของผู้สอบบัญชี

Agenda 3 To Consider and Approve the Audited Financial Statements for the fiscal year 2023 ended as of December 31, 2023, and the Auditor's Report

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder is entitled to consider and vote on and by my/our behalf as deemed appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my/our intention as follows:
 - เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstained

วาระที่ 4 พิจารณารับทราบการจ่ายเงินปันผลระหว่างกาลและอนุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานในรอบปี 2566

Agenda 4 To Acknowledge the Interim Dividend and to Approve the Dividend Payment for the fiscal year 2023 Performance

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder is entitled to consider and vote on and by my/our behalf as deemed appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my/our intention as follows:
 - เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstained

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To Consider and Approve the Appointment of Directors Replacing Retired Directors by rotation.

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder is entitled to consider and vote on and by my/our behalf as deemed appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my/our intention as follows:

(ก) การแต่งตั้งกรรมการทั้งชุด

Appointment of the entire board

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstained

(ข) การแต่งตั้งกรรมการเป็นรายบุคคล

Election of the Directors individually

ชื่อกรรมการ.....นายเย็บ ชู ชวน.....

Name of Director**Mr. Yeap Swee Chuan**.....

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstained

ชื่อกรรมการ.....นางเตียว ลี งอ.....

Name of Director**Mrs. Teo Lee Ngo**.....

- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstained

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2567

Agenda 6 To Consider and Approve the Remuneration of Directors for the year 2024

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder is entitled to consider and vote on and by my/our behalf as deemed appropriate.
 - ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstained

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

Agenda 7 To Consider and Approve the Appointment of Auditor and the Auditor's Remuneration for the year 2024

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder is entitled to consider and vote on and by my/our behalf as deemed appropriate.
 - ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstained

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To Consider Other Business Matters (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder is entitled to consider and vote on and by my/our behalf as deemed appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my/our intention as follows:
 - เห็นด้วย / Agree
 - ไม่เห็นด้วย / Disagree
 - งดออกเสียง / Abstained

(4) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we did not specify my/our intention to vote in any agenda, or it is unclear or in case the meeting considers or vote in other businesses other than those specified above, including the amendment or addition to any fact, the proxy holder shall be entitled to vote on my/our behalf as deemed appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be liable for any action taken by the proxy holder at the meeting.

ลงชื่อ/Signedผู้มอบฉันทะ/Proxy Grantor
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
(.....)

หมายเหตุ/ Remark:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้
The shareholder may grant proxy for the total number of shares held in accordance with Item (2) or partially for the number less than the shares actually held, specifying clear details of the votes granted.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ
The proxy holder is entitled to vote separately. In case where the statement exceeds those specified above, additional details may be specified in the continued list of proxy in the form provided.

ใบประจำต่อแบบหนังสือมอบฉันทะ The Continued list of Proxy

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อابیโก ไฮเทค จำกัด (มหาชน)

The proxy on behalf of the shareholder of **AAPICO Hitech Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ซึ่งจะจัดขึ้นในวันศุกร์ที่ 26 เมษายน พ.ศ. 2567 เวลา 10:00 น. ณ ห้องอโนมา 2-3 ชั้น 3 โรงแรมอโนมา แกรนด์ กรุงเทพฯ ตั้งอยู่เลขที่ 99 ถนนราชดำริ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the **Annual General Meeting of Shareholders for the year 2024** to be held on **Friday, April 26th, 2024, at 10:00 Hrs.** at Anoma room 2-3, 3rd Floor, Anoma Grand Bangkok, located at 99 Ratchdamri Road, Lumpini, Pathumwan, Bangkok 10330 or on the date and at the place as may be postponed or changed.

วาระที่.....

Agenda.....

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder is entitled to consider and vote on and by my/our behalf as deemed appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย / Agree ไม่เห็นด้วย / Disagree งดออกเสียง / Abstained

วาระที่.....

Agenda.....

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Agenda.....

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วาระที่.....
 Agenda

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 Agenda

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ข้าพเจ้าของรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
 I/We hereby certify that the above details in the continued list of the proxy are true and correct.

ลงชื่อ/Signedผู้มอบฉันทะ/Proxy Grantor
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy Holder
 (.....)