

**Criteria for shareholder(s) to propose agenda and director nominee in advance
for the Annual General Meeting of Shareholders for the year 2019
AAPICO Hitech Public Company Limited**

AAPICO Hitech Public Company Limited (“the Company”) places importance on the good corporate governance principles, which includes the rights and equitable treatment of shareholders. The Company therefore invites shareholders to propose any beneficial matters as agenda for the Annual General Meeting of Shareholders for the year 2019 and names of qualified nominees for the Company’s Board of Directors in advance. The criteria are as following:

1. The Qualification of Shareholders

Shareholders who wish to propose the agenda and/or director nominees should possess qualifications as described in the criteria as follows:

- 1.1. Being the shareholders of AAPICO Hitech PLC (the Company).
- 1.2. Being a shareholder or shareholders who hold minimum shares in combine of at least five percent of the Company’s total shares eligible to vote.
- 1.3. Holding the Company’s shares for at least 12 consecutive months at the date of proposing.

2. Criteria for proposing agenda item

Qualified shareholders can propose meeting agenda(s) to the Board of Directors by filling in the proposed agenda form with full information and any other supporting information and specify as for acknowledgement, for consideration, or for approval.

The Company shall reserve the right not to accept the following matters as the meeting agenda:

- 2.1. Any matter that violates the law, rules and regulations of any government agency, or any regulatory body or does not comply with the Company’s objective, the Article of Association, the resolution of shareholders’ meeting, and the good corporate governance of the Company.
- 2.2. Any matter that is related to the Company’s normal business operation and of which the proposing shareholder does not illustrate any reasonable suspicious or irregularity thereof.
- 2.3. Any matter that is not beneficial to the Company’s business operation or is beneficial for specific individual or group of persons.
- 2.4. Any matter that is within the scope of the authority of the Company unless it has significant effect to the shareholder(s).
- 2.5. Any matter that is beyond the capacity and control of the Company.
- 2.6. Any matter that the Company has already implemented.
- 2.7. Any matter that the shareholder(s) has already proposed in a shareholders’ meeting during the past 12 months and received supporting votes of less than ten percent of the total number of the voting rights, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders’ meeting.
- 2.8. Any matter proposed by unqualified person or information provided is incomplete, ambiguous, inadequate or not on timely basis.

- 2.9. Any usual matters required by law to be determined by the Annual General Meeting of Shareholders, which the Company has set in agenda meetings.

3. The Nomination of the Company's Directors

Qualified shareholders can send proposal to nominate qualified candidates by filling in the proposed nominee for Director Position form and the resume of the proposed candidate, together with the signature of consent from the candidate(s). All forms must be submitted along with any other supporting information for the Board of Directors' consideration.

Those who are nominated for the Company's directors should have the following qualifications:

- 3.1. Qualified according to the rules and regulations by the Securities and Exchange Act, the Stock Exchange of Thailand, the Public Companies Act B.E.2535 and have no prohibited characteristics or manners indicating a lack of trustworthiness to manage the Company from the view of shareholders by law or by the Company's Articles of Association.
- 3.2. Not disqualified under Section 68 of the Public Companies Act B.E. 2535.
- 3.3. Have knowledge, skill or experience in the automotive industry and/or capable to perform directors' duties with diversified background which are beneficial to the Company's business.
- 3.4. Being able to devote time especially for making key decision and handle duties for the best interest of the Company and able to participate in all the board meetings and shareholders' meetings unless necessary or emergency.
- 3.5. Do not perform any actions in a way that affect the interest or benefit of the Company or in a way that would be beneficial to particular individual of entity for oneself or other persons' benefits.
- 3.6. Do not sit on the board of directors for more than five listed companies. Do not sit on the board of directors of the Company that operates in the same or in the direct competition with the operations of the Company.

4. Channels and Period of Time for submitting proposed agenda and director nominee

Shareholders shall send proposal from October 1, 2018 to December 31, 2018 via fax number (662) 2613-1508 or by Email at ir@aapico.com (unofficial) in advance and then submit the original documents by registered mail within January 15, 2019 to the address below:

AAPICO Hitech Public Company Limited
Room 2812, 28th Floor, The Offices at Central World,
999/9 Rama 1 Road, Pathumwan, Bangkok 10330
Subject: Proposal for AGM agenda and director nomination

5. Consideration Procedures

The Board of Directors will consider the proposal of the shareholders. A proposal that the Board of Directors considers appropriate to be an agenda will be included in the Notice of Invitation to the Meeting and identified as proposed or nominated by the shareholder. A proposal that the Board of Directors considers inappropriate, the Company will report such rejection and its rationale to the shareholders.